

**ETHIOPIAN EXTRACTIVE INDUSTRY TRANSPARENCY INITIATIVE
(EITI)**

EEITI-CHSO GOVERNANCE MANUAL

ADDIS ABABA

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Acronyms

CHSO = Charity and Society

ECS = Ethiopian Charities and Societies

EEITI = Ethiopian Extractive Industry Transparency Initiative

EITI = Extractive Industry Transparency Initiative

MSB = Multi-stakeholderBoard

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ETHIOPIAN EXTRACTIVE INDUSTRY TRANSPARENCY INITIATIVE EEITI-CHSO GOVERNANCE MANUAL

1. General

1.1 Introduction

This governance manual is intended to provide a general guideline on the operation of EEITI-CHSO constituency as well as the EEITI-CHSO constituency representatives in the implementation of EEITI related activities aiming at realizing transparency and accountability in natural resource governance.

The manual has three sections and each section has its own parts each of which are also further sub divided into sub- parts.

Section one deals with the EEITI-CHSO consistency governance; which describes the general purpose of the manual, including the introduction, background, principles, scope of activities, and role of CHSOs in the EEITI.

Section two deals with the EEITI-CHSO Representatives and addresses the role, responsibility and governance structure of EEITI-CHSO constituency.

And the final section deals with the Code of Conduct which guides the behavior and actions of all CHSO members within the EEITI. The code describes a range of actions intended to regulate the behavior of members.

The manual is developed by EEITI-CHSO constituency in line with EITI Standard, local laws and international best practices and is subject to a regular review to meet the dynamics of the initiative. This will ensure to have a manual which correspond with governance policies and procedures. Also, contemporary lessons and experiences of the MSB will be taken in to account while reviewing the manual.

1.2 Background

CHSOs are part of the three constituencies at the heart of EITI. And thus their role in promoting the principles and standards of EITI is widely acknowledged by EITI implementing countries. Hence, EITI as a global initiative, demand the unrestricted engagement of CHSOs in promoting transparency and accountability in the extractive industry. In Ethiopia, the contribution of CHSOs in promoting the EITI since the launching of the Initiative in 2009 has been a noteworthy endeavor.

Building upon their past experiences, Ethiopian CHSOs are expected to proactively engage in activities such as mobilizing their constituency, advocating for and on behalf of the community, educating the public, and disseminating the EITI report, among others.

Currently, there are about 43 CHSO members in the EEITI. However, this number is expected to grow in line with a gradual awareness and appreciation of the role of CHSOs in the EEITI process.

To this end, the Ethiopian CHSO constituency has found it proper and timely to develop a governance manual that guidethe interaction and regulate the behavior of itsmembers while engaging in the EEITI implementation process.

1.3 Purpose of the Manual

The purpose of this governance manual is to provide the policy and operational framework which could enhance participation of EEITI-CHSO representatives inthe implementation of the EITI principles. These include:-

- Internal Governance structure, Rules and Procedures.
- Guiding the operations and decision making of the constituency.
- Prescribe members' responsibilities and obligations relative to their participation in the activities of the Constituency and within the MSB.
- Election process and procedures to the EEITI-CHSO representatives; and,
- Define regular meeting dates and quorum for meetings; the role of observers with respect to decision making and the overall conduct of the EEITI-CHSO representatives; and outline a code of conduct to regulate behaviors of the representatives,

1.4 Definition of Terms

The following terms are defined to clarify their meaning as applied under this governance manual:-

EITI: The Extractive Industries Transparency Initiative is a global standard established to promote transparency and accountability in the oil, gas and mining sector.

EEITI: The Ethiopian Extractive Industries Transparency Initiative is a national initiative established to promote the global EITI standard at the local level aiming to secure transparency and accountability in the extractive sector.

EEITI-CHSO Governance Manual: a document that guide the activities and interactions of EEITI-CHSO Constituency and their representatives in promoting EEITI related engagements at different levels.

CHSO: Charities and Societies are those organizations registered as EEITI-CHSO constituency members to contribute for better governance of natural resources under the objectives of the global EITI rules and principles.

EEITI-CHSO Constituency: a group of CHSOs that are voluntarily formed to implement activities geared towards materializing the objectives of EEITI at the national level.

Member of the EEITI-CHSO constituency: any organization operating in the country and registered under the Charities and Societies Proclamation (621/2009) and formally joined the EEITI-CHSO constituency.

CHSO representatives: An elected representative organization of the CHSO or networks/ Consortia of CHSOs to serve as MSB members of EEITI.

General Assembly: An assembly of the EEITI-CHSO constituency that provides strategic direction to the CHSO-EEITI representatives on planning, implementing and monitoring activities of EEITI through CHSOs engagement.

MSB: the Multi Stakeholder Board is the custodian of EEITI composed of government, extractive industry and CHSO representatives. The board is responsible to promote transparency, accountability, and public dialogue on natural resource governance.

Validation: the quality assurance mechanism that helps to assess performance, promote dialogue, learning and safeguard the integrity of the EITI by holding all EITI implementing countries to the same global standard.

Observer: Participants that do attend the constituency meeting without the capacity of voting (cannot be elected or elect).

1.5 Basic roles of CHSOs in EEITI

- As one of the three MSB members, CHSOs do have a key role in promoting EITI and ensuring transparency and accountability within the extractive industry. Its involvement in the EITI process is considered as crucial to roll out the initiative down to the lower level and thereby achieve the overarching objectives of the national initiative. The major roles of CHSOs in EEITI are stated as follows:
- Contribute and provide input to the EEITI process.
- Promote key MSB deliberations on issues such as workplan objectives, activities, scope of EEITI reporting process, approval of EEITI report, annual self-assessment of the EEITI process through annual progress report, validation process and other related activities.
- Participating in MSB meeting, MSB working groups, and other events.
- Undertake capacity building for supporting CHSOs, communities and extractive industries.
- Promote public debate, undertake workshops, conferences, conduct mining site visit.
- Engage in activities and debates about natural resources governance and conduct analyses, communicate the findings of the EEITI report and make consultation with relevant stakeholders.

1.6 Scope of activities

The scope of activity is aligned with the major roles of CHSOs in the EEITI process and fall within the framework of the national legal and operational context.

The EEITI–CHSO constituency is expected to involve in:

- Capacity building activities that do enhance EEITI related interventions.
- Promotion and communication on issues of natural resource governance.
- Develop and provide Strategic advice to promote the objectives of EEITI among implementers.

2. Principles and values

2.1 Vision, mission and objectives of CHSOs in EEITI

Vision

A nation where natural resources are well governed in a transparent and accountable manner to contribute to sustainable development and improve the living standard of the Ethiopian people.

Mission

To provide strategic framework and an inclusive platform and develop an efficient, transparent and accountable EEITI-CHSO that contributes to the goal of EEITI and thereby ensure sustainable and proper utilization of natural resources to the best interest of the citizen.

General Objective

To enhance optimal, transparent and accountable governance of natural resources through a proactive engagement of CHSOs in the EEITI implementation process.

Specific Objectives

- To implement capacity building activities for EEITI-CHSO members for an effective implementation of EEITI.
- To promote and communicate the findings of the EEITI report to CHSOs, mining communities and other relevant entities.
- To facilitate public dialogue, experience sharing and learning on EEITI process among pertinent stakeholders.
- To strengthen and maintain continuous and strong working relationship with MSB, development partners, and the private sector to achieve the common objective of the EEITI process.

2.2 Core Values and Principles

Core Values

The engagement of CHSO-EEITI constituency is founded upon the following core values:-

Social responsibility= dedication to serve the interest and aspiration of communities.

Commitment= belief and proactive engagement in meeting the expectation of society.

Integrity =consistency and truthfulness in performing duties and responsibilities.

Accountability=being responsive and answerable to one's action.

Transparency=ensuring that all engagements, transactions and decision making procedures are publicly visible.

Independence and Impartiality =sense of fairness and free attitude towards all

Environmental Consciousness=being sensitive to and conserving the environment.

3- SECTION ONE EEITI-CHSO CONSTITUENCY

Part 1-Composition, Structure, and Representation

3.1 EEITI-CHSO Constituency Formation and Role

- **Formation**

The Constitution of the FDRE provides the legal base for citizens to get organized for the common objectives of serving society. (Article 31- Freedom of Association states that “Every person has the right to freedom of association for any cause or purpose”).

Similarly, the Charities and Societies Proclamation (621/2009- Article 5/1)-state the purpose of the proclamation as “to enable and encourage charities and societies to develop and achieve their purposes in accordance with law”. Thus, the constitution and the proclamation provide the foundation for the establishment and operation of charities and societies to deliver charitable work that serve the needy.

While this being the legal basis of forming the CHSO constituency, the major inspiration to initiate the constituency traces its beginning from the global EITI movement. The global EITI “requires effective multi-stakeholder oversight including a functioning multi-stakeholder group that involves the government, companies, and the full, independent, active and effective participation of Civil Society”

Accordingly, the Ethiopian government has expressed its commitment to create an enabling environment for CHSO participation and consequently the first EEITI-CHSO constituency was formed in July 2009 at the town of Nazreth where CHSOs elected their representatives to the MSB. The CHSO constituency is composed of members from charities, societies, associations, networks/consortia.

3.2 Role, Responsibility and Governance structure of EEITI-CHSO constituency

Role and Responsibility

The members of the EEITI-CHSO constituency are composed of various CHSOs that have formally expressed their interest to work on EEITI and related activities. The collective membership of the constituency is referred as the General Assembly.

The following roles and responsibilities fall under the General Assembly.

- Elect, its chair, vice chair, and electoral committee.
- Elect and relieve EEITI-CHSO representatives through an inclusive and transparent election procedure.

- Hear, review and endorse the annual work plan.
- Hear and endorse annual report of the EEITI-CHSO representatives.
- Review progress made on priorities and strategies of CHSOs engagement in the EEITI Process and, and apply changes to the strategy whenever the need arises.
- Identify opportunities to enhance and expand civil society participation in the implementation of EEITI Objectives.
- Provide a strategic direction and suggest policy alternatives to execute activities related to EEITI.
- Oversee the overall activities of the EEITI-CHSO representatives.

3.3 Decision making procedure

The general assembly is the highest organ of the EEITI-CHSO constituency to make decisions on issues related to election, nomination, hearing and approval of annual report, approval and endorsement of annual plan, approval of CHSO intervention strategy and other technical and administrative issues. Decision on the above issues will be made after assuring the required quorum and preferably on consensus basis. If consensus is not reached and decisions could not be postponed to another meeting, a majority vote will decide the ultimate result.

3.4 Election of Chair Person, and electoral committee

The Chair Person of the general assembly is the chairperson of the CHSO representatives in the MSB.

3.4.1 Functions of the Chairperson of the General Assembly

- Lead and facilitate the general assembly meeting
- Set agenda of the meeting in consultation with the secretary
- Present report and plan to the assembly

3.4.2 Functions of the Vice Chairperson

- Support the chairperson in performing above activities.

3.4.3 Functions of the Secretary of General Assembly

The Chair of the EEITI-CHSO representatives shall serve as secretary of the general assembly and perform the following activities.

- Keep and circulate minutes /proceedings of the general assembly meeting.

- Provide technical support and follow up activities during the general assembly.

3.5 Electoral committee

An electoral committee composed of five members shall be elected during the general assembly to facilitate election when and as required. The electoral committee is accountable to the ongoing general assembly of EEITI-CHSO members.

3.5.1 Functions of the Electoral Committee

- Facilitate election and nomination process
- Ensure that elections are conducted in a transparent and democratic way
- The electoral committee shall conclude its responsibility upon announcing the result at the end of the election session.

3.6. Membership and Nomination Process

3.6.1 Eligibility for constituency membership

3.6.2. Membership

Legally registered CHSOs, or Network/consortia of CHSOs operating in Ethiopia can be members of the EEITI-CHSO constituency on condition that they meet below listed criteria.

- Formal announcement of interest to join the EEITI-CHSO constituency.
- Commitment to promote self-regulation in one's organization and work with others partners to enhance transparency and accountability in natural resource governance.
- Commitment to work with EEITI-MSB members that implements policies and principles of EEITI.

3.6.3 Procedures, Nomination and election of EEITI-CHSO Representatives

Election of EEITI-CHSO representatives shall be conducted in the month of April every three years. The office term for an elected EEITI-CHSO representative is three years, however, an elected representative will serve only one more term if elected again.

A previously elected representative that has retired for one term can stand again for re-election.

Nomination Process to elect EEITI-CHSO representatives

3.6.4 Process for nomination of EEITI-CHSO representatives.

- Nomination *form* shall be circulated to constituency members 20 days before the general assembly and constituency members have to submit the nomination *form* 10 days after the announcement.
- CHSO representatives verify the nomination form and check eligibility of nominees and prepare short list of nominees.
- CHSO representatives prepare and submit a brief profile of nominees for the electoral committee.
- The electoral committee receives the list and profile of the nominees and announce to the general assembly.
- The electoral committee submits the list and profile to each category to undertake the election.
- Those that secure the highest vote from each category will be referred to the electoral Committee by each category as legitimate representatives.
- The electoral committee will in turn announce the elected members to the assembly and the assembly will endorse the list of elected organizations to serve as representatives of EEITI-CHSO members.
- The CHSO representatives notify the elected organizations to inform the name and position of the person representing the organization to the MSB through a letter in ten days.
- The criteria for electing CHSO representatives to the MSB would be developed in accordance with an election guideline.

3.6.5 Gender Consideration;- It is highly encouraged to consider gender issue in the nomination process.

3.6.6 Staggering

The electoral committee will ensure retaining two previous members that have served only one term to ensure the continuity of organizational memory.

The staggering process will be handled through voting by the constituency members prior to the main election.

Once representatives of the two categories are identified for staggering, then these categories will not stand for the main election process.

3.7 Filling vacant position

If an organization fail to continue on its representation role due to *force majeure*, the organization which is second in rank (i.e; organization that secured the second majority vote) will assume the vacant position based on its willingness to serve as representative until the next general assembly meeting. However, if the second option fails the EEITI-CHSO representatives in consultation with relevant stakeholders and MSB will take the appropriate measure.

3.8 Meeting period of the EITI –CHSO Constituency

3.8.1 Regular meeting

The constituency shall meet every year in the second week of the month of April.

3.8.2 Extraordinary meeting

The constituency may meet to address urgent and extraordinary issues when and as required.

Extraordinary meeting shall be held depending on emerging situation and when 1/3 of members submit their request to the current chairperson of EEITI-CHSO Representatives.

3.8.3 Quorum of the meeting

When majority (50+1) of constituency members present a quorum is said to be obtained to proceed on a meeting.

3.9 Announcement and invitation of a General Assembly meeting

Invitation letter along with agendas of the general assembly meeting will be circulated before ten (10) working days of the meeting.

3.10 Minutes, proceedings, Information and Communication

The temporary secretary of the general assembly shall keep the minutes/proceedings of the meeting and submit the draft to the current chair of the EEITI-CHSO representatives. Then, the chair would circulate the minutes of constituency members to solicit feedback.

The final minutes would be approved in the next general assembly meeting.

4- SECTION TWO-EEITI-CHSO CONSTITUENCY'S REPRESENTATIVES

Part1. Structure, Functions and engagement modality of EEITI -CHSO Representatives

4.1 Structure of EEITI-CHSO representatives

The structure of EEITI-CHSO constituency reflects the composition of the CHSO representatives in the EEITI process. The representatives are composed of five members elected from the constituency. The representatives elect their chair and secretary on rotational basis.

The representatives are accountable administratively both to their constituency and EEITI-MSB and technically to their constituency.

4.2 Functions of the EEITI-CHSO representatives.

4.2.1 Public education and awareness raising

The representatives would design and implement an awareness raising activities and public education on natural resources governance at national and regional levels.

4.2.2 Advocacy, information dissemination and outreach

Based on EEITI report, progress reports and research findings; the representatives will organize various platforms of dialogue and discussion.

4.2.3 Consensus building and constructive engagement

While working within the global EITI rules and principles and taking in to account the existing legal and operational context of the country, the representatives would pursue a constructive and consensus building strategy to address issues of concern at different levels.

4.2.4 Resource Mobilization

The representatives will work in collaboration with MSB to identify and raise resources to implement EEITI.

4.2.5 Research and impact assessment

In order to maximize understanding on natural resource governance among citizens, the representatives will undertake research and impact assessment on EEITI implementation result.

4.2.6 Coordinate and facilitate the General Assembly of EEITI-CHSO Constituency

Serve as focal point to coordinate EEITI-CHSO constituency meeting and perform the following activities.

- Set agenda of the EEITI –CHSO constituency meeting.
- Announce venue, date, and time of the EEITI-CHSO constituency meeting.
- Keep records (minutes/proceedings) of the meeting and circulate through the appropriate channel.
- Support the electoral committee in facilitating election of constituency representatives.
- Prepare and present annual physical and financial report to the constituency.
- Perform other relevant activities.

4.3 Functions of the Chairperson and Secretary of the EEITI-CHSO representatives

4.3.1 Functions of the chairperson

- Coordinate the activities of the representatives
- Set agenda of meetings
- Act as focal person of the representatives on selected issues.

4.3.2 Functions of the secretary

- Keep records and take minutes of meetings
- Circulate the minutes for comment
- Support the chair on various issues.

4.3.3. Formation of sub-committee

If required, the EEITI-CHSO representatives will form sub-committee on regional and/or thematic issues to roll out the EEITI down to the lower level.

4.4 Meeting and procedures

4.4.1 Meeting period

The EEITI-CHSO representatives shall meet every month; and when urgent issues arise the chair could call an extraordinary meeting

4.4.2 Meeting Announcement and Procedure

The chair will notify the meeting date and agenda through e-mail and other channels five days before the meeting.

4.4.3 Quorum

Meeting shall proceed when the majority of the representatives present for the meeting.

4.4.4. Decision making

Decision shall be passed preferably on consensus base. In case of disagreement, the issue shall be postponed for further reflection and on the next meeting voting would be administered to reach on decision.

4.4.5 Minutes

The secretary of the representatives shall record, keep and circulate minutes of meetings.

4.4.6 Confidentiality

EEITI-CHSO representatives shall not use any information that is provided in his/her role as CHSO representative which is not already in the public domain.

4.5 Plan, budget and report

4.5.1 Develop annual work plan and budget

The EEITI-CHSO representatives shall prepare the CHSO annual plan and the budget cascaded from the CHSO road map, EEITI-MSB annual work plan and the three year strategic plan.

4.5.2 Budget Management

The representatives shall ensure the preparation of a coasted action plan and follow up the availability of fund, its disbursement and utilization for the intended purpose. The representatives shall also manage the CHSO separate account within the EEITI.

4.5.3 Budget Source

EEITI-MSB would be the major source of the budget to implement the EEITI-CHSO action plan. Also, donor partners and other potential supporters of the EITI implementation are expected to provide financial support through the EEITI separate CHSO account for the realization of the annual plan.

4.5.4 Reporting

The representatives shall prepare the following financial and performance reports:-

- Annual report for the general assembly of the constituency
- Quarter, biannual, and annual reports to the EEITI-MSB

5- SECTION THREE- CODE OF CONDUCT

PART I- Code of Conduct for EEITI-CHSO Constituency

The Code of Conduct will serve as an ethical procedure for the EEITI-CHSO Constituency while implementing the EEITI process and interacting among themselves and with other entities.

5.1 Principles of the Code

Participation – constituency members shall actively participate in advancing the implementation of the EEITI with regular attendance of meetings, trainings, workshops and other agreed and shared responsibilities.

Independence and impartiality- constituency members shall have an independent and impartial view while engaging in the EEITI process. They will strive to advance the EEITI objectives with, neutrality, fairness and objectivity.

Non-discrimination and equality- the constituency shall make sure that it should treat equally and does not discriminate the views, attitudes and actions of individuals based on their political stand, gender, social status, culture, ethnic, language, and religious differences.

Legal compliance –all activities of the EEITI-CHSO constituency shall comply with the laws and regulations of the country.(i.e;- CSP621/2009)

Respect othersview- constituency members should give due respect for differing views, however, such views should not offend members and any other entity.

Compliance to the decision of the General Assembly- constituency members shall comply with the decisions of the general assembly.

PART II :Code of Conduct for EEITI-CHSO Representatives

The Code of Conduct is envisaged to provide ethical standard for EEITI-CHSO representatives entrusted by their constituency to promote the objectives of EEITI. Every EEITI-CHSO representative is expected to comply with the rules and regulation stipulated under this Code of Conduct. The Code does complement to the charter of the EEITI-MSB and the global EITI association Code of Conduct.

Scope

This Code of Conduct applies to the CHSO representatives which are elected by the EEITI-CHSO constituency to implement the EEITI process. The representatives are expected to demonstrate high moral integrity and abide by this Code.

5.2 Principles of the Code

Personal behavior, integrity and values

EEITI-CHSO representatives shall discharge their responsibility with the highest standards of ethical integrity. The personal and professional conduct of the representatives should, at all times, acknowledge respect and confidence in their position as CHSO representative and more broadly act as an integral part of CHSOs that intends to promote transparency and accountability within the extractive industry.

The representatives should lead by example and uphold the interests and mission of the EEITI in good faith and, integrity, and demonstrate due diligence and reasonable competence in a manner that preserves and enhances public confidence in their engagements within the EEITI, and confirm that his or her representation in the EEITI remains in good standing at all times.

Compliance

The EEITI-CHSO representative shall execute their duties with due consideration of applicable national laws and regulations and in compliance with the EITI principles.

Respect for others

The EEITI-CHSO representatives shall respect the personal and private lives of others and exercise fairness and good judgment and show dignity to their colleagues, members of other EEITI bodies, staff members, the general public and anyone whom they come in contact with while performing their duties.

Professionalism

The EEITI-CHSO representatives should perform their duties with professional integrity and timely manner and enhance professionalism through regular participation in professional development activities.

Non -discrimination

The EEITI-CHSO representatives shall not be engaged or cause others to engage in any kind of discrimination and harassment of individuals due to their race , ethnic background, belief, or any other attribute.

Confidentiality

EEITI-CHSO representatives shall not use any information that is provided in his or her role as CHSO representatives and which is not already in the public domain. CHSO representatives continue to be bound by this obligation for two years after termination of their mandate.

Expenditure of EEITI resources and use of EEITI Property

EEITI- CHSO representatives shall apply the principle of value-for-money in all transactions and be diligent and cost effective in using funds dedicated to the EITI. The representatives shall not mismanage the property or resources of EEITI and shall at all times preserve the EEITI resources/property in a responsible manner.

Conflict of interest and abuse of position

EEITI-CHSO representatives shall uphold the principles of providing services to the best interest of the EEITI and should not be involved in personal and private benefits or financial enrichment.

EEITI-CHSO representatives shall avoid conflicts of private interest. For the purposes of this code, a conflict of interest is a situation or circumstance in which interests of the EEITI-CHSO representatives collide with the objective and impartial performance of their duties. In this regard, private interest includes seeking unjust and unfair advantage for one self, or relatives and friends.

EEITI-CHSO representatives who may find themselves in such circumstances must *recuse* themselves and inform the multi-stakeholder board of such recusal.

EEITI-CHSO representatives shall not involve in any activities that may, directly or indirectly, damage the reputation of the EEITI.

5.3 Implementation

CHSO representatives, the respective constituency, the international or national secretariats are responsible for making CHSO representatives familiar with this Code of Conduct and for providing advice and, if required, training on the interpretation and implementation thereof. The EEITI multi-stakeholder board should annually confirm that CHSOs are complying with the Code and executing their responsibilities accordingly.

5.4 Reporting

CHSO representatives with a concern related to the interpretation, implementation or potential violation of this Code of Conduct shall bring such issues to the immediate attention of the CHSO constituency. Where matters are brought to the attention of the CHSO constituency, the board will consider the circumstances and consider whether action is necessary in accordance with the EITI Principles, the EITI Standard and the Articles of the EEITI.

6. Miscellaneous Provisions

6.1 Complaint handling

Any individual organization/s can lodge a complaint regarding issues among member organizations associated with the behavior or actions related to EEITI implementation. The complaint can be submitted in writing to the EEITI –CHSO representatives.

If the issue is beyond the capacity of the CHSO representatives, it can be referred to the attention of the general assembly

In case the constituency has an issue on elected representative/s, the complaint will go directly to the MSB through the national secretariat.

6.2 Amendment of the governance manual

- This governance manual can be amended upon the request of two third of the constituency members.
- The EEITI-CHSO representatives can also formally request the general assembly for the amendment of the provisions of the governance manual as deemed necessary to improve their engagements.

6.3 Entry in to force

This governance manual will enter in to force following the official endorsement of the constituency members on the General Assembly meeting.

