



PUBLISH WHAT  
YOU PAY

# AFRICA CHARTER

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**APRIL 2014**

Revised January 2018  
and March 2021

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## PREAMBLE

Publish What You Pay coalitions in Africa are part of the global PWYP movement working to make oil, gas and mineral governance open, accountable, sustainable, equitable and responsive to all people.

Together with PWYP's Vision 2025 strategy and the PWYP Governance Manual, the PWYP Africa Charter outlines the principles, governance structure and functioning of PWYP in Africa in order to ensure effective advocacy efforts and adherence to the principles and values of the movement by PWYP members on the continent.

A world where all citizens benefit from their natural resources, today and tomorrow.

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## VISION 2025

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## MISSION STATEMENT

Publish What You Pay's mission is to build a global movement of civil society organisations making oil, gas and mineral governance open, accountable, sustainable, equitable and responsive to all people. Citizens have a right to participate in the governance of their countries' natural resources. We will work to ensure that we, as citizens, have the information we need, and we will champion and defend our right to participation, so that natural resources are managed sustainably for the benefit of current and future generations.

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## OPERATING PRINCIPLES

All PWYP members commit to upholding the PWYP Operating Principles, which were adopted at the PWYP Global Assembly in 2012.

1. PWYP is a family, and as a solidarity and value-based movement we are committed to creating a safe environment and to put in place policies and systems to protect our members.
2. PWYP works in a spirit of honesty, integrity and openness; coalition member organisations are accountable to each other, the global coalition and to our donors.
3. PWYP constructively engages with other stakeholders to ensure an open debate for good governance in the extractive industries.
4. PWYP freely shares knowledge and information within and across coalitions to promote change in a multi-disciplinary, cross-regional and multilingual way.
5. PWYP respects cultural diversity and opposes all forms of discrimination; PWYP coalitions are non-partisan.

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## OPERATING PRINCIPLES

6. PWYP's strength lies in our members; we recognise and value our members' courage, commitment and contribution.
7. PWYP is a dynamic network; we strive for flexibility, responsiveness and innovation through self-questioning and learning.
8. PWYP membership is open to all civil society organisations that share our vision, mission and principles; we embrace partnerships to leverage our campaign.
9. PWYP is an independent movement and will always advocate and campaign freely, in accordance with the values we uphold.
10. PWYP practises what it preaches in terms of financial transparency, fundraising and management, avoiding all conflicts of interests and mismanagement. PWYP has a zero tolerance policy for corruption.

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## ORGANS

In order to provide robust, sustained and focused strategic drive to the movement in Africa, the following structures are in place:

- Africa Conference
- Africa Steering Committee
- National coalitions in Africa
- Africa Coordinators within the PWYP International Secretariat

The regional Africa structure is aligned with the PWYP global governance structure, outlined in the PWYP Governance Manual, and comprising the following:

- Global Assembly
- Global Council
- Board of Trustees
- Regional Steering Committees
- National coalitions around the world
- PWYP International Secretariat

The Africa structure is represented at the heart of the global governance structure through the third Africa Global Council seat which is reserved for a representative from the Africa Steering Committee.

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## AFRICA CONFERENCE

The Africa Conference (AC) is the principal decision-making body of PWYP in Africa, with responsibility for defining, pursuing and achieving the collective goals of the movement in Africa in alignment with Vision 2025.

### **Functions**

1. The AC shall elaborate and adopt the regional advocacy strategy of PWYP in Africa.
2. The AC shall review progress and set targets to advance the goals of the campaign in Africa.
3. The AC shall discuss the questions resulting from the items included in its agenda, and adopt policy resolutions and decisions accordingly.
4. The AC shall position itself as a continental reference for all actors to convene, discuss and advance the transparency and accountability agenda in the extractive sector in Africa.
5. The AC elects the members of the Africa Steering Committee.
6. At the PWYP Global Assembly, the AC (which is represented by the Africa delegates to the Global Assembly) elects two African representatives to the Global Council, one Anglophone and one Francophone.

### **Membership of the AC**

The AC shall consist of the delegations appointed by all officially recognised national coalitions in Africa. Delegations must be gender balanced and include one youth representative (defined as a member under 35 years old).

Individual member organisations from other African countries may also attend the AC as well as PWYP members from other regions, PWYP International Secretariat, all the members of the Africa Steering Committee, and international partners and guests.

### **Decision making procedures**

The AC shall make every effort to adopt resolutions by consensus. If a vote is required, resolutions are adopted by qualified majority requiring the support of at least two thirds of the total votes cast. Each delegation from officially recognised coalitions participating in the meeting will have one vote.



## AFRICA CONFERENCE

A quorum of at least two thirds ( $\frac{2}{3}$ ) of officially recognised coalitions is required.

### **Methods of work**

The AC is convened at least once every three years by the Africa Steering Committee to discuss best practices, issues of common concern, broad policy and strategic directions of the campaign.

The agenda is prepared by the Africa Steering Committee and it is discussed and adopted by the AC prior to and/or at the beginning of the meeting. Any member of PWYP in Africa may suggest items to be included in the agenda.

The AC may decide to set up Working Groups (WG) to address and advance specific issues considered of particular relevance to the campaign in Africa. The WGs will have a specific mandate and a specified timeframe to deliver. The WGs shall be composed of internal and/or external resource persons. The WGs will be supported by the Africa Coordinators as needed, and they will report to the ASC.

The AC shall be organised and hosted by National Coalitions rotationally across the African sub-regions. National Coalitions willing to organise the AC shall have the support of the coalitions in the sub-region. The decision on the hosting country for the AC shall be taken during the AC or by the ASC on the basis of agreed criteria and an open process.

The AC may also be convened on an extraordinary basis to discuss and advance urgent issues and campaign priorities.

If the AC cannot take place within three years of the previous AC for reasons beyond the control of PWYP the following procedure shall be followed:

- All members will be informed of the delay at the earliest opportunity
- Members will be informed of the extension of the term of office of the ASC
- The ASC will organise, at the earliest opportunity, online elections for a new ASC
- If circumstances allow, a new date for the AC, at the earliest feasible opportunity, will be announced

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## AFRICA CONFERENCE

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## SUB-REGIONAL MEETINGS

- If the delay of the AC is for more than three months, the ASC and PWYP International Secretariat will organise online sessions in lieu of a physical meeting, to discuss best practice and issues of common concern, and to enable peer learning and experience sharing.

The sub-regions are as follows:

- Anglophone West Africa
- Francophone West Africa
- Central Africa
- East and Southern Africa

Other sub-regions may be created according to the number of coalitions and/or any other pertinent contextual factors.

Meetings and workshops are regularly organised in each African sub-region to convene representatives from member organisations and coalitions as appropriate according to opportunities and expectations. The sub-regional meetings are organised by the Africa Regional Coordinators in collaboration with the National Coalitions.

The sub-regional meetings shall have a leading role in defining and advancing sub-regional advocacy to target national governments, regional economic commissions, companies, and other relevant institutions. Furthermore, the sub-regional meetings constitute the space where the PWYP network is strengthened and fostered through experience sharing, common reflection, planning and evaluation, joint action and advocacy.

The sub-regional meetings will specifically address capacity constraints and challenges identified and prioritised by coalitions and members in order to advance the campaign in their respective countries and in the sub-region.

The sub-regional meetings shall be used to discuss and promote outreach in the sub-region.



## AFRICA STEERING COMMITTEE

During the Africa Regional Meeting in Kinshasa (2011), African coalitions decided by consensus to set up an Africa Steering Committee to strategically guide the campaign in the region.

### **Role and functions**

The Africa Steering Committee shall be accountable individually to the sub-regions that they represent and collectively to the AC for promoting the objectives of the African campaign, and in particular for:

1. Developing a draft Africa advocacy strategy to be endorsed by the AC
2. Overseeing and steering the implementation of the Africa advocacy strategy, in collaboration with the Executive Director and the Africa Regional Coordinators in the International Secretariat
3. Providing guidance to National Coalitions and overseeing compliance with PWYP principles and standards
4. Overseeing outreach to new countries; supporting the establishment of coalitions in accordance with PWYP principles and standards; and admitting and suspending coalitions
5. Ensuring the development and implementation of PWYP strategies on civic space and activist protection
6. Guiding the implementation of all other resolutions and decisions of the AC
7. Representing the coalition as and when required, including issuing and signing on to public statements, participating in meetings, and giving media interviews
8. Advising the Executive Director and Africa Regional Coordinators on strategies to advance regional policy advocacy goals
9. Nominating one of its members to sit on the Global Council

### **Membership of the Africa Steering Committee**

The Africa Steering Committee will consist of one member representing each of the sub-regions.

African PWYP members of the EITI international Board are ex-officio members of the ASC. The inclusion of the EITI board members ensures:

## AFRICA STEERING COMMITTEE

- A strategic engagement between PWYP in Africa and the EITI at the regional and international level
- The institutional memory of the ASC, since the elections for the EITI Board and for the sub-regional seats on the ASC are staggered

The ASC should also be broadly representative of the diversity of interests and sub-regions within Africa.

The PWYP Executive Director is an ex-officio member of the ASC, with no decision making power.

Membership is unpaid. Costs associated with participation in the activities of the ASC will be reimbursed.

The members of the ASC shall be guided by the following:

- Adhere to, promote and act according to the principles and values of PWYP
- Attend Committee meetings regularly
- Prepare for meetings in advance
- Support outreach efforts
- Offer informed and impartial guidance
- Avoid special agendas and conflicts of interest
- Be available for directly taking responsibility over specific activities as required (advocacy, events, support to national coalitions, etc.)
- Communicate regularly with other ASC members and with their constituencies
- Support the Africa Coordination
- Take part in resource development and capacity building

### **Nomination and election process**

Elections of ASC members representing the African sub-regions will occur at the AC through sub-regional caucuses.

The following criteria shall be used in nominating the members of the Africa Steering Committee in advance of the Africa Conference. These criteria are designed to ensure a representative leadership body, which fosters and promotes gender equality:



## AFRICA STEERING COMMITTEE

- Individuals are endorsed by their PWYP national coalitions. The national coalition of origin shall comply with the governance standards at the time of the AC
- The ASC will be gender-balanced: there will be two female and two male sub-regional representatives, with one woman and one man representing predominantly English-speaking sub-regions, and one woman and one man representing predominantly French-speaking sub-regions. The mechanism by which gender balance will be maintained is by requiring rotation at each election between a male and a female representative for each sub-region. If the departing ASC member is a man, candidates to replace him will be women; if the departing ASC member is a woman, candidates to replace her will be men
- Individuals belong to a member organisation with aims, policies and programmes consistent with PWYP goals
- Individuals have broad knowledge and experience pertinent to transparency and accountability in the natural resource sector
- Individuals have no apparent conflicts of interest in taking up responsibilities as an ASC member
- Individuals have the time and willingness to participate during and in between meetings
- Individuals have leadership and management skills
- Criteria of linguistic distribution as well as rotation among the national coalitions within each sub-region shall be considered
- Individuals must speak English and/or French

If the AC does not take place in-person three years after the previous AC, or at the end of the period of the extended term, it will be held online and the ASC will arrange for sub-regions to elect their ASC representative online. If more than one candidate stands in a sub-region, and no consensus is reached, the election will be conducted via an online vote (with each eligible coalition having one vote); and an online regional caucus will subsequently be convened to communicate the result of the vote to all members. If only one candidate stands, the sub-region will convene an online regional caucus to endorse the candidate, but no vote will be required.

## AFRICA STEERING COMMITTEE

### **Decision making**

The Africa Steering Committee shall make every effort to adopt resolutions by consensus. If a vote is required, governance-related resolutions are adopted by qualified majority requiring the support of at least two thirds of the total votes cast; operational decisions can be made by a simple majority.

A quorum of at least two thirds is required at each meeting.

In between meetings, on urgent and important matters related to advocacy, governance issues and/or security of campaigners, decisions may be taken through email and/or teleconference.

### **Methods of work**

The ASC term limit shall be three years, from the time of election at an AC.

If an AC cannot be held three years after the one at which the ASC was elected, the term of office of the ASC will be extended for a maximum of six months. The ASC's extended term is for the purpose of organising ASC elections online (see above); this will be done in the shortest feasible timeframe, and the ASC will then relinquish its responsibilities to the newly-elected ASC. During the extension of its term, the ASC shall retain all of its responsibilities for ensuring the continuation of PWYP's activities in Africa.

A member may serve a maximum of two (non-consecutive) terms on the ASC.

The ASC shall meet in person (funding permitting) at least once a year. ASC members will communicate regularly through emails and online meetings as appropriate.

The ASC shall communicate regularly to all African national coalitions on the progress of the activities and/or on any relevant issue of strategic importance to the campaign.

The ASC shall have the power to establish committees to take responsibilities over specific issues. The nature of the responsibilities and issues will determine the mandate and duration of the Committees. The Committees shall be

## AFRICA STEERING COMMITTEE

composed of one or two ASC members and external resource persons as needed. The Committees shall report to the ASC.

Representatives from international partner organisations, resource persons, and any other organisation can be invited to attend meetings and participate in the discussions as observers. Observers may be asked not to take part in certain sessions of the meeting which address internal matters.

The International Secretariat shall be responsible for the organisation of meetings and the preparation of relevant documentation.

### **Chairing**

The ASC shall nominate a Chair and a Vice-Chair.

The Chair and Vice-Chair shall be nominated on a rotational basis for a mandate of eighteen months.

In nominating the Chair and Vice-Chair, the ASC will consider the following personal attributes and factors:

- Ability to lead and represent PWYP Africa
- Ability to think and act strategically
- Strategic visioning and management skills and attitudes
- Ability to influence public debate
- Willingness and capacity to contribute to the preparation of meeting agendas and to chair ASC meetings (in-person and online)
- Gender balance

Specific responsibilities of the Chair shall include:

- Setting meeting agendas in collaboration with the PWYP International Secretariat
- Chairing ASC and AC meetings and ensuring compliance with rules of order
- Contributing to the recruitment process and performance evaluations of the Africa coordinators
- Receiving reports from the Africa Coordinators and circulating these to the wider ASC
- Ensuring the ASC performs its role well and evaluates its own performance
- Representing the organisation in major public events

Specific roles might be assigned to the Vice-Chair.

## TERMINATION OF MEMBERSHIP OF THE ASC

Members may leave the ASC on a voluntary basis; or because they fail to fulfil their obligations (e.g. missing three consecutive meetings); or are found to be in violation of the PWYP principles, the Code of Conduct, or PWYP policies on discrimination and harassment, protection from sexual exploitation and abuse and child protection, data protection, whistleblowing and complaints.

Members of the ASC may terminate their membership at any time, by informing other members in writing. Wherever possible, sufficient notice should be given to allow a suitable replacement to be found.

The ASC is responsible for the termination of membership.

In case of termination of membership of a sub-regional representative, the ASC shall call an election for that sub-region following the nomination and election process outlined above. If an AC meeting is not scheduled to take place within three months, the election shall be conducted online. In the case of termination of membership of an EITI Board member, there shall be no replacement (unless that person has also resigned from the EITI Board and their EITI Board replacement is a member of a PWYP national coalition in Africa).

In case of information regarding any of the violations listed above by one of the ASC members, the Chair, or the Vice Chair should the case relate to the Chair, will observe the following procedures:

- Request the PWYP International Secretariat to gather information from different reliable sources, including the source of the initial complaint, and prepare a written report for the ASC (not including the person concerned).
- Once the ASC has reviewed the report, it should be presented to the person concerned who should be invited to respond in writing to the report.
- Call a meeting of the ASC (not including the person concerned) to discuss the report and the response and to decide on next steps. If sufficient evidence is deemed to warrant a hearing, the Chair (or Vice Chair) should temporarily suspend the ASC member allegedly responsible for misconduct until a hearing can be organised. During this time, no replacement will be appointed.

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## TERMINATION OF MEMBERSHIP OF THE ASC

- A hearing shall include: the person bringing the complaint; the ASC member concerned; at least three members of the ASC, including the Chair (or Vice Chair).
- During the hearing, the ASC member allegedly responsible for misconduct should be given the opportunity to explain the situation and to defend him/her-self. The hearing can be organised during an ASC meeting or in between. A report of the hearing should be circulated to those ASC members not present.
- A final decision is to be taken by the ASC after the hearing, on the basis of the written reports and the hearing. The ASC's decision should be documented in writing by the Chair (or Vice Chair).
- The decision may be appealed, in writing, to the ASC only on the grounds of new evidence that was not considered in the original decision and which is presented at the time of the appeal.
- If no appeal with new evidence is made in writing within 28 days of the original decision being sent in writing, then the decision cannot be appealed.
- If an appeal is received in writing by the ASC within 28 days, the ASC must decide whether the new evidence is sufficient on its own to change, or confirm, their original decision; or if it needs to be presented to the original complainant for a written response. A response to new evidence must be received from the complainant within 28 days.
- If a response to new evidence is received in writing within 28 days, the ASC will take a final decision based on the new evidence and the response. The ASC's decision is final and should be communicated in writing to the person concerned and the complainant.

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## AFRICA COORDINATORS

The Africa Coordinators provide operational, technical, and advocacy support to PWYP coalitions in Africa. The Africa Coordinators are part of the PWYP International Secretariat and are directly accountable to the Secretariat and the Africa Steering Committee. The Africa Coordinators are line managed by the PWYP International Secretariat in collaboration with the host organisation.

The hiring, supervision and performance evaluation of the Africa Coordinators will be the responsibility of the International Secretariat with input and support from the Africa Steering Committee.

## AFRICA COORDINATORS

The Africa Coordinators work closely with the Africa Steering Committee to support the implementation of strategic plans on the continent. They are responsible for providing progress reports and updates to the ASC at annual meetings and for engaging the ASC in the programmatic and governance support they provide to the PWYP Africa coalitions.

The main roles of the Africa Coordinators are:

- implement strategies and action plans in order to achieve the strategic objectives of PWYP in Africa;
- engage in effective advocacy initiatives and campaigning, as well as in policy and legislative processes, with African and international institutions to advance the PWYP campaign in Africa;
- support the development of adequate fundraising strategies to ensure the implementation of the activities of the PWYP campaign in African countries and at regional and sub-regional levels;
- support the efficient and effective functioning of PWYP in Africa and the organisation of the main institutional activities (Africa Conference, Africa Steering Committee meetings and missions, sub-regional meetings, etc.), in line with available resources;
- in collaboration with the ASC, contribute to the strategic development and strengthening of PWYP in Africa;
- provide technical and organisational support and capacity building to national coalitions and members;
- identify, facilitate and nurture the development and strengthening of strategic partnerships;
- facilitate networking, promote sharing of experiences and peer-to-peer learning, ensuring effective and timely flow of information externally and internally;
- facilitate effective knowledge management, including the capitalisation of experiences and best practices of national coalitions and members, the production and use of evidence to reinforce advocacy, promote transparency and accountability;
- support the sound financial management of PWYP coalitions in Africa and sustainable access to funding.

The Africa Coordinators shall be based in countries of priority concern and/or strategic importance in the offices of national coalitions and/or a local hosting organisation.

## AFRICA COORDINATORS

Specific job descriptions shall be prepared by the International Secretariat in consultation with the ASC outlining the responsibilities and the profile of the Africa Coordinators.

In addition, in response to opportunities and priorities, additional staff can be recruited with geographical and/or thematic responsibilities, funding permitting.

## NATIONAL COALITIONS & MEMBER ORGANISATIONS

The PWYP campaign in Africa (and worldwide) is led by National Coalitions of civil society organisations who work together to advance transparency and accountability of the extractive industry. National coalitions and member organisations must adhere to the principles of the campaign, comply with minimum standards and foster innovation and best practices in advocacy and internal governance. The ASC shall ensure adherence of National Coalitions in Africa to the PWYP principles to uphold and enhance credibility, legitimacy and the effectiveness of the campaign. The ASC will collaborate with the Africa representatives on the PWYP Global Council (GC) in overseeing compliance of National Coalitions in Africa with the PWYP principles. The ASC will provide guidance on outreach efforts to new countries and oversee the setting up of new national coalitions in Africa, in coordination with the Global Council. The decision to approve affiliation of a national coalition to PWYP in Africa is taken by the ASC in line with the Governance Manual provisions.

### **Membership standards**

In order to be a member of PWYP, civil society organisations must comply with the PWYP global membership standards and the Operating Principles outlined at the beginning of this document, adopted during the PWYP Global Assembly in 2012.

All members of PWYP will:

1. Advocate for an open, transparent and accountable extractive industry, to ensure that its revenues contribute to sustainable development.
2. Positively and constructively engage with other coalition members, companies, governments and other relevant actors at national and regional levels.
3. Provide regular updates to all relevant parties on activities, strategies and plans related to the campaign.

## NATIONAL COALITIONS & MEMBER ORGANISATIONS

4. Proactively speak out to the media and public on issues relating to an open and accountable extractive sector, promote Publish What You Pay, and widely disseminate relevant and important information on the campaign.
5. Be registered civil society organisations or community-based organisations, unless there are compelling reasons making this not possible.
6. Commit to PWYP's principles (above) and to its coalition membership standards (below and where applicable).

### **National Coalition standards**

Compliance with the standards shall be reviewed periodically by both the Global Council and the ASC.

The National coalition standards are that:

1. A coalition should have a strategic plan based on the local context and aligned to the global strategy with clear indicators and targets; this plan should be available upon request but preferably available online.
2. A coalition needs to "practise what we preach" and have clear guidelines or a MoU for financial management, fundraising and information sharing.
3. A coalition should have an open and participatory governance structure made up of members; members who support the coalition financially should not make up the majority of the governing body unless the national coalition has agreed to this governance structure.
4. Coalition decision-making should be by consensus or when necessary by majority vote.
5. While we are not interested in building infrastructure and bureaucracy a coalition should have a dedicated resource person in place who can devote most of her/his time to coordinate the campaign and its members; if hosted by a member organisation, this does not automatically mean that the host organisation is the leader of the campaign.
6. A coordinator should be recruited / selected based on merit and through an objective process; s/he should be accountable to the governing body.
7. A coalition should have a system to regularly review its membership and develop opt-out guidelines.
8. Where possible, a coalition should have members that are community-based organisations affected by EI activities.
9. PWYP national coalitions are autonomous and may



## NATIONAL COALITIONS & MEMBER ORGANISATIONS

## CONFLICT RESOLUTION MECHANISMS

have a broader national mandate than is stated in PWYP's global strategy; for regional and international campaigning, coalitions must coordinate with the International Secretariat and other coalitions to ensure coherence and harmonisation.

10. There can only be one PWYP-affiliated coalition per country.

The shared values and operating principles of PWYP are the two pillars that should guide coalition members in the way they organise, operate and advocate and at the same time prevent or minimise conflicts. However, conflict is inherent in the existence of any group, however small it may be, and it is sometimes unavoidable. When it occurs, it should be addressed and resolved promptly. There are three steps in conflict resolution: reconciliation, mediation and arbitration.

**Reconciliation:** In case of a dispute between members, individually or as a representative of an organisation that is part of a national coalition, reconciliation must be promoted in the first place. It will aim to restore harmony among those who oppose.

**Mediation:** should be used only when reconciliation fails. The ASC will appoint one or two of its members for a goodwill mission with the coalition concerned, to conduct mediation between the parties.

**Arbitration:** if mediation fails, that is to say the proposed solution is refused by the parties, the ASC mission shall prepare a report for the ASC who shall decide on the case and actions to be taken.

### **Time frame for review of the Charter**

The Charter will be reviewed, through consultation, every three years. The next review is therefore proposed in December 2023.

We, members of PWYP in Africa having deliberated, and desirous and committed to the development of our continent, do hereby adopt this PWYP Africa Charter to guide the activities of PWYP in Africa to promote the vision and values of the campaign on the continent.

***Adopted in Douala (Cameroon) on 24 January 2018 and on 26 March 2021.***

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## ANNEX 1 CODE OF CONDUCT

### Introduction

The Code of Conduct is intended to guide the behaviour of the ASC in carrying out their responsibilities and in their relationship with the coalition.

It is important that ASC members are aware that PWYP is a charity registered under UK charity legislation. PWYP is also registered as a company limited by guarantee under UK law. These registrations bring legal duties and responsibilities for the members of the Board. While ASC members do not carry these legal responsibilities, they will respect the duties of the Board and seek to support it in fulfilling them responsibly.

ASC members are encouraged to abide by the 7 Principles of Public Life. These are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In addition, PWYP has its own Coalition Membership Standards. As individuals, and collectively as the ASC, ASC members are expected to be models in upholding these standards.

### Purpose of the Code

To set out the relevant standards expected by the ASC in order to maintain the highest standards of integrity and stewardship; to ensure that PWYP is effective, open and accountable; and to ensure a good working relationship with the Global Council, Executive Director, the management team and members of PWYP.

## ANNEX 1 CODE OF CONDUCT

As an ASC member I am committed to the vision and mission of the coalition and promise to abide by the fundamental values that underpin all activities of the coalition.

### **Specifically as an ASC member I will ensure that**

PWYP is Accountable – Everything PWYP does will be able to stand the test of scrutiny by the members, donors, public, media, charity and other regulators, and other stakeholders  
PWYP acts with Integrity and Honesty – These will be hallmarks of all conduct when dealing with colleagues within PWYP and equally when dealing with individuals and institutions outside.  
PWYP acts in a Transparent Manner – PWYP strives to maintain an atmosphere of openness throughout the coalition to promote confidence amongst members, donors, public, media, charity and other regulators, and other stakeholders

ASC members should uphold the following principles:

#### **1. Law, mission, policies**

- 1.1 I will not break the law or go against charity regulations in any aspect of my role of ASC member.
- 1.2 I will support the mission of PWYP and consider myself its guardian.
- 1.3 I will abide by organisational policies.

#### **2. Conflicts of interest**

- 2.1 I will always strive to act in the best interests of the coalition.
- 2.2 I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- 2.3 I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

#### **3. Person to person**

- 3.1 I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, contractors or anyone I come into contact with in my role as ASC member.
- 3.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as ASC member.

## ANNEX 1 CODE OF CONDUCT

3.3 I will value diversity of opinions, learning from others and contribute to foster an environment where non-discriminatory relationships prevail;

### 4. Protecting the coalition's reputation

4.1 When prior consent has not been obtained, I will inform the Chair or Executive Director at once when I have spoken as an ASC member of this coalition to the media or in a public forum.

4.2 When I am speaking as an ASC member of this coalition, my comments will reflect current organisational policies even when these do not agree with my personal views.

4.3 When speaking as a private citizen I will strive to uphold the reputation of the coalition and those who work in it.

4.4 I will respect coalition, ASC and individual confidentiality.

4.5 I will take an active interest in the coalition's public image, noting news articles, books, television programmes and the like about the coalition, about similar organisations or about important issues for the coalition.

4.6 Should I wish to publish any document under the name of PWYP I will consult with the Executive Director and go through the appropriate sign off procedures.

### 5. Personal gain

5.1 I will not personally gain materially or financially from my role as an ASC member, nor will I permit others to do so as a result of my actions or negligence.

5.2 I will document expenses and seek reimbursement according to procedure.

5.3 I will not accept substantial gifts or hospitality without prior consent of the Chair of the ASC

5.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

### 6. In the ASC meetings

6.1 I will strive to embody the principles of leadership in all my actions and live up to the trust placed in

## ANNEX 1 CODE OF CONDUCT

me by the organisation.

- 6.2 I will abide by ASC governance procedures and practices.
- 6.3 I will strive to attend all ASC meetings, giving apologies ahead of time to the Chair if unable to attend.
- 6.4 I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- 6.5 I will honour the authority of the Chair and respect his or her role as meeting leader.
- 6.6 I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- 6.7 I will accept a majority board vote on an issue as decisive and final.
- 6.8 I will maintain confidentiality about what goes on in ASC meetings unless authorised by the Chair or ASC to speak of it.

### 7. Enhancing governance

- 7.1 I will participate in induction, training and development activities for ASC members.
- 7.2 I will continually seek ways to improve ASC governance practice.
- 7.3 I will strive to identify good candidates for the ASC and appoint the ASC representative to the Global Council on the basis of merit.
- 7.4 I will support the Chair in his/her efforts to improve his/her leadership skills.

### 8. Leaving the ASC

- 8.1 I understand that substantial breach of any part of this code may result in my removal from the ASC.
- 8.3 Should I resign from the ASC I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

***The Code of Conduct is signed by individual members of the ASC.***



**PUBLISH WHAT  
YOU PAY**

Email: [info@publishwhatyoupay.org](mailto:info@publishwhatyoupay.org)

 [@PWYPtweets](https://twitter.com/PWYPtweets)

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[www.pwyp.org](http://www.pwyp.org)