

IMRO

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IMRO CONFLICT OF INTEREST POLICY

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1. Introduction

Ihorere Munyarwanda (IMRO) is a Non-Governmental Organization that was founded in 1999 and legally operating in Rwanda since 2002. It has 20 years of experience implementing interventions in the context of Poverty Alleviation, Gender Equality, Nutrition, GBV, HIV, Education, Environment, Peace Building, Health Promotion, accountability, Advocacy and Networking in order to improve lives of Rwandans Citizen at individual, family and, community levels for sustainable social economic development.

IMRO is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest.

2. Definition of Conflict of Interest.

“Conflict of interest” is defined as when the person is an employee of the organization, and the financial gain is of a nature common to other employees; or where the immediate family or business connections of an employee stands to gain financially from any business dealings, programs or services of the organization.

3. Responsibilities

IMRO Coordinator is responsible for bringing this policy to the attention of employees. All employees are responsible for respecting this policy.

4. Purpose of the Policy

This conflict of interest policy is designed to help directors, officers, and employees of IMRO to identify situations that present potential conflicts of interest

and to provide IMRO with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though IMRO director, officer, or employee has or may have a conflict of interest with respect to the transaction.

Furthermore, this policy has been developed to provide a framework for all IMRO's employees in declaring conflicts of interest; and when determining how to deal with such situations of conflict. Indeed, a conflict of interest may occur if an interest or activity influences or appears to influence the ability of IMRO's employees to exercise objectivity.

Moreover, as IMRO places great importance on making clear any existing or potential conflicts of interest, such conflicts of interest shall be declared by the concerned employee and documented in the register.

An employee who believes that another employee has an undeclared conflict of interest should specify in writing the basis of this potential conflict.

When an employee has a conflict of interest, as defined by statute, that employee shall not initiate or take part in any staff discussion on that topic (either in the staff meeting or with other employees before or after the staff meetings), unless expressly invited to do so by all other employees present.

5. The types of Conflicts Interest

5.1. Outside Interests.

These consist of:

- i. An Agreement or Transaction between IMRO and a Responsible Person or Family Member.
- ii. An Agreement or Transaction between IMRO and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee,

personal representative, receiver, guardian, custodian, conservator, or other legal representative.

5.2. Outside Activities.

These shall consist of:

- i. A Responsible Person competing with IMRO in the rendering of services or in any other Agreement or Transaction with a third party;
- ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with IMRO in the provision of services or in any other Agreement or Transaction with a third party.

5.3. Gifts, Gratuities and Entertainment.

A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

- i. does or is seeking to do business with, or is a competitor of IMRO; or
- ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from IMRO;
- iii. is a charitable organization;
- iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of IMRO.

6. Procedures.

Before IMRO action on an agreement or transaction involving a conflict of interest, a director, officer or an employee having a conflict of interest and who is in attendance at the meeting shall disclose all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the staff meeting.

Furthermore, a director, officer or an employee who plans not to attend a staff meeting at which he or she has reason to believe that IMRO staff meeting will act on a matter in which the person has a conflict of interest shall disclose to IMRO National Coordinator all facts material to the said conflict of interest and shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the staff meeting. Furthermore, all other employees shall declare any conflicts of interest of which they become aware when a relevant issue arises. And the conflict of interest should also be documented in the Conflict of Interest Checklist.

Moreover, a person who has a conflict of interest shall not participate in or be permitted to hear IMRO's Staff meeting discussion on the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his/her personal influence with respect to the matter, either at or outside the meeting.

However, Responsible Persons who are not employees of IMRO, or who have a Conflict of Interest with respect to an Agreement or Transaction that is not the subject of IMRO action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such a Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the conflict of interest is

known to the Responsible Person. The Responsible Person shall refrain from any action that may affect IMRO's participation in such Agreement or Transaction.

And in the event, it is not entirely clear that a conflict of interest exists, the concerned individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a conflict of interest that is subject to this policy.

7. Confidentiality.

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of IMRO.

Furthermore, a Responsible Person shall not disclose or use information relating to the business of IMRO for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

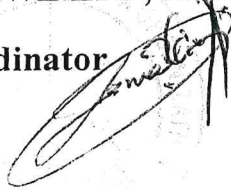
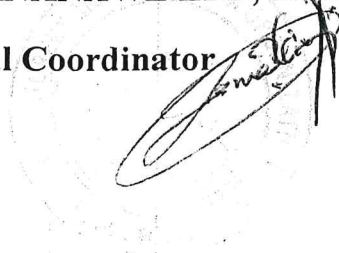
8. Review of Policy.

Each new employee shall be required to review a copy of this Policy and to acknowledge that he or she has done so. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a conflict of interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to IMRO. Each Responsible Person should also disclose to the board of directors any potential conflict of interest that may arise during the course of the year between the submissions of annual disclosure forms. Any such information

Information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to IMRO National Coordinator, IMRO Legal Representative, and any committee appointed to address conflicts of interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Amable MWANANAWA LLB, MIRD
IMRO National Coordinator

Flavienne NDAYISHIMYE
Legal Representative

