Register of Interests of Members of the Board of Directors: Guidelines

TIC cannot expect of others higher standards of integrity than it applies to itself and to all individuals whose contribution to TI is important. We understand that the full completion of a Register of Interests is a fundamental aspect of integrity. Moreover, the Register is a 'living' document, in that circumstances change, and a situation, which previously raised no issue of potential conflict can suddenly be transformed into an issue where disclosure is imperative.

Completion of the Register of Interests is not a 'box-ticking' exercise. Those completing the Register are expected to think about the appearance of a conflict of interest and to disclose it, even when they are satisfied that no actual conflict exists. On the other hand, there is no point in filling the Register with entries where the risk of conflict is non-existent or never likely to arise.

Those completing the Register are also reminded that TIC's Policy extends beyond the individual to include the interests of persons "with whom they have a close personal relationship". This means that if such a person could be seen in any capacity as having an interest, which could conflict with an interest of TIC, disclosure should be made.

A potential conflict of interest does not cease at the moment when an individual leaves an organisation. TI has always recognised the dangers of the "revolving door". Thus the Register should include details of those past associations where current circumstances have placed that past association into a potentially conflicting light.

1. Each Member of the International Board of Directors shall declare in this Register any and all interests that could potentially lead to, or could conceivably be perceived as, a conflict of interest. Such interests shall include, but not be limited to:

a. Any current or past remunerated affiliation (employment or directorship) with a public or private company or other organization, including longer-term or frequent relationships but excluding one-off short-term consultancies,

b. Any current or past non-remunerated affiliation with any public or private company or other organization,

c. Significant (>10%) ownership or controlling position in any company or other organisation,

d. Any entity in which the member have more than 5% of their total assets (company shares, public/private bonds or other kind of debts, investment funds, shares, etc.),

e. Any pension,

f. Any current or past public office or public employment,

g. Interests of persons with whom the Member has a close personal relationship, according to Section 1 or TIC Conflict of Interests Policy.

2. As set forth in Section 2(c) of the Conflict of Interest Policy, this Register is open to the public.
3. The filing in this Register shall be made within three weeks of taking up the position of a Member of the Board of Directors and shall be updated in a timely fashion as changes occur and at least once a year.

4. In case of doubt, a Member may request advice from the Board Ethics Committee as to whether an interest that is subject to registration exists.

### Register of Interests for the Board of Directors of Transparency International Cambodia

<table>
<thead>
<tr>
<th>Name</th>
<th>Srey Sotheavy (Ms.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date on which initial statement lodged</td>
<td>28.01.2019</td>
</tr>
<tr>
<td>Remunerated affiliation (Current and, where relevant, past)</td>
<td>Executive Director of Alliance for Conflict Transformation</td>
</tr>
<tr>
<td>Non-remunerated affiliation (Current and, where relevant, past)</td>
<td>Board of Directors Member of TI Cambodia; WBK Board Member</td>
</tr>
<tr>
<td>Significant (&gt;10%) ownership or controlling position in any company</td>
<td>N.A.</td>
</tr>
<tr>
<td>Any entity in which the person has more than 5% of his/her total assets</td>
<td>N.A.</td>
</tr>
<tr>
<td>Public Office or public employment (Current and, where relevant, past)</td>
<td>N.A.</td>
</tr>
<tr>
<td>Interests of close personal relationships (where applicable). See Conflict of Interests Policy, section 1</td>
<td>N.A.</td>
</tr>
<tr>
<td>Other</td>
<td></td>
</tr>
</tbody>
</table>

Date: 28.01.2019 Signature of Member: Srey Sotheavy
Code of conduct for the Board of Directors
To be adopted by the Board of Directors of Transparency International Cambodia (referred to as TI Cambodia) in on 11 Apr 2013

Introduction

This Code of Conduct for TIC's Members of the Board is based on the Umbrella Statement of TIC titled "Vision, Values and Guiding Principles".

While the Umbrella Statement provides a firm ethical framework for TIC's movement, this Code of Conduct reflects the particular needs of the Members of the Board of Directors.

The Members of the TIC Board are committed to uphold the highest standards of integrity and accountability, to act according to the core values and guiding principles of TIC and to promote these standards and principles.

The Members of the TIC Board are also aware that they have a special role to play in promoting the movement and its ideals to other stakeholders.

This Code of Conduct is a living document. Its value to the TIC movement lies in its ability to create an enhancing environment for a culture of integrity.

TIC Umbrella Statement

The Members of the TIC Board agree to and adhere to the attached TIC Umbrella Statement.

TIC Conflict of Interest Policy

The Members of the TIC Board agree to comply fully with the attached TIC Conflict of Interest Policy, and to complete the Register of Interests.

Practical Guidelines

The Members of the TIC Board will consult the Executive Director and Management Team in the development and implementation of all policies and activities that could have an impact on them and TIC's employees.

The Members of the Board will refrain from deliberating and voting on matters on which they may have a potential conflict of interests.
The Members of the Board will treat others with respect and consideration and will be sensitive to the fact that some statements, even some jokes may be perceived, heard or understood in very different manners by the audience, and as offending, discriminatory, even as sexist or racist, from a gender or a cultural perspective.

The Members of the Board will communicate and consult with each other openly and collegially and in a manner that assists each of us to fulfil our duties and responsibilities faithfully and efficiently.

The Members of the Board will respect the privacy and private lives of our colleagues when dealing with personal information.

I accept and adhere to the principles and terms of the Code of Conduct, the Umbrella Statement (Mission, Vision, values and Guiding Principles), the Ethics Policy, and the Conflict of Interest Policy attached.

Name
Srey Sothy

Signature

Date
28. 01. 2019