1. Preamble

TradeMark East Africa’s (TMEA) success depends on its reputation, integrity, openness and respect for others. The trust and confidence of those with whom we deal is therefore, essential. The protection of our reputation and relationships is of fundamental importance to our long term sustainability. We recognise our obligations to all those with whom we have a direct relationship such as, donors, staff, contractors and suppliers, the private sector in general, government, civil society and the wider community.

This document covers fraud and corruption in the use of funds for ineligible expenditures, as well as fraud and corruption engaged in for the purpose of influencing any decision as to the use of funds. All such fraud and corruption is deemed to occur “in connection with the use of TMEA funds”. The recourse for funds mismanagement, where TMEA has sufficient evidence, shall lead to refund of monies by the beneficiary involved and prosecution by the authorities.

Gender mainstreaming also forms part of this document and it is obligatory for all partners to put gender equity issues into practice rather than adopting a superficial approach. This will be through continuous assessment of the implications for women and men of any planned action, including legislation, policies or programmes, in all areas and at all levels of the project.

Finally, all partners, consultants, contractors and stakeholders will sign the last page signifying they have read and understood and will put into practice this document, which is an integral part of the engagement/contract document with TMEA.

2. Definitions

- A “corrupt practice” is the offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party;

- A “fraudulent practice” is any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation;

- A “collusive practice” is an arrangement between two or more parties designed to achieve an improper purpose, including to influence improperly the actions of another party;

- A “coercive practice” is impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of a party, and;

- An “obstructive practice” is;
Deliberately destroying, falsifying, altering or concealing of evidence material to the investigation or making false statements to investigators in order to materially impede a Bank investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation, or

Acts intended to materially impede the exercise of the Bank's contractual rights of audit or access to information.

- “Gender mainstreaming” is the process of assessing the implications for women and men of any planned action, including legislation, policies or programmes, in all areas and at all levels. It is a strategy for making women’s as well as men’s concerns and experiences an integral dimension of the design, implementation, monitoring and evaluation of policies and programmes in all political, economic and societal spheres so that women and men benefit equally and inequality is not perpetuated. The ultimate goal is to achieve gender equality.

- A “recipient” is any individual, firm, organisation, NGO, PSO or CSO or any partner that works with TMEA and/ or receives TMEA funding either through a contract or a grant.

3. Code of ethics

3.1 Relationship with stakeholders

TMEA’s reputation depends on the way in which we work. It is vital that our stakeholders have confidence in our competence and professional excellence. We will treat our stakeholders with respect, honesty and fairness.

Confidential information relating to our relationship with all stakeholders will be respected. We respect copyright and other intellectual property rights.

Where consultants and other third parties are contracted by TMEA to perform duties, they will be expected to act in accordance with this code. The obligation to comply with this document forms an integral part of the engagement we have with partners or consultants who are expected to append their signature, as a confirmation of commitment to adherence.

Decisions to hire a consultant or source materials from a particular vendor or supplier are made on the basis of objective criteria such as quality, reliability, technical excellence, price and service. Purchasing decisions must never be made on the basis of personal relationships or the opportunity for personal financial gain. The contractor undertakes to pay suppliers, subcontractors and agents in accordance with agreed terms.
The receipt of gifts or favours by recipients can give rise to embarrassing situations and may be seen as improper inducement. Gifts and favours must not be solicited. In the event that any offers of gifts or favours are received, it should be reported immediately using your organisation's hierarchy.

The recipient shall not avoid tax. The recipient will record and report all transactions, including those where payment is made in cash. All taxable perquisites to which staffs are entitled will be listed and declared for tax purposes.

TMEA is committed to openness and transparency in communicating with stakeholders and seeks a constructive relationship the wider private sector/ civil society, the media, the government, non-governmental organisations and the general public.

### 3.2 Relationship with employees

TMEA aims to provide a positive, responsible, open and exemplary working environment. Relationship with staff should be based on respect, dignity and fair treatment for all. We strive to maintain an environment that is based on merit and inclusiveness. The organisation will recruit and promote staff on the basis of their suitability for the job and organisation’s needs without discrimination. Diversity of staff is central to our operations and we value it immensely.

TMEA expect staffs to conduct their business activities with colleagues and stakeholders with respect for all and with honesty and courtesy. We will not tolerate harassment or bullying of staff.

The recipient will explain the purpose of its activities and individual jobs, foster effective communication and involve employees in improving their work. As far as possible, it will provide staff with opportunities to enhance their skills and capabilities, enabling them to develop fulfilling careers and to maximise their contribution to the organisation.

The recipient, in recognition of the efforts of an individual, it will maintain an atmosphere of fair terms and conditions of employment and remuneration policies and structures.

The recipient’s time, physical and intellectual property should be used for business purposes only. Electronic communication equipment and related services (including email, internet, bulletin boards, fax machines, file storage) must be protected from unauthorised external access or use. Under no circumstances should they be used for receiving illegal, offensive, obscene or otherwise inappropriate materials.

The recipient shall respect staff privacy. We will only collect and retain personal information that is required for effective operation of the organisation or as required by law. The information will be kept confidential and released only to those who have a legitimate need
to know. Information received by staff in the course of business dealings may not be used for personal gain.

No staff shall be involved in any activity for personal gain. Any personal interests or interests of a member of one’s immediate family in relation to the organisation’s business must be disclosed. Any perceived conflicts of interest should be discussed with the line manager and it is your responsibility to take action to declare and resolve any real or apparent conflict.

4. Fraud and corruption

The recipient shall:

4.1 Take all appropriate measures to prevent corrupt, fraudulent, collusive, coercive and obstructive practices in connection with the use of TMEA funds, including (but not limited to):

- adopting appropriate fiduciary and administrative practices and institutional arrangements to ensure that the funds are used only for the purposes for which they were intended, and;
- ensuring that all of its representatives involved with the project, and all recipients of funds with which it enters into an agreement related to the Project, receive a copy of this document and are made aware of its contents;

4.2 Immediately report to TMEA any allegations of fraud and corruption;

4.3 Cooperate fully with representatives of TMEA or its appointed agent in any investigation into allegations of fraud and corruption. If TMEA determines that any person or entity referred to in 4.1 above has engaged in corrupt, fraudulent, collusive, coercive or obstructive practices, it may suspend further funding/disbursement/payment. Should investigations reveal that there was fraudulent activity, TMEA reserves the right to demand a refund and may terminate the agreement in place. TMEA may also hand over the reports from any investigations to proceed with prosecution;

4.4 Take all necessary and appropriate against any representative declared ineligible, as described in below, from duties and responsibilities;

- If TMEA determines that a recipient is also a potential provider of goods, works or services, it shall declare the recipient ineligible;
- TMEA shall declare a firm, consultant or individual ineligible under this code of ethics if such firm, consultant or individual has been declared ineligible under TMEA procurement guidelines or those of the respective government/partner or any other international organisation; and

4.5 Assist or enable TMEA obtain a refund of any resources (assets, monies, materials among other benefits) that have been used inappropriately funds including returning any unutilised funds especially where TMEA is not content with progress.
5. **Gender mainstreaming**

The core guidelines for gender mainstreaming in TMEA funded projects shall be based on but not limited to the following:

5.1 Issues across all areas of activity shall be defined in such a manner that gender differences are diagnosed;
5.2 Responsibility for translating gender mainstreaming into practice is system-wide and rests at the highest level of the recipient organisation. Accountability for outcomes needs to be monitored continuously;
5.3 Gender mainstreaming also requires that every effort be made to broaden equal participation at all levels of decision-making;
5.4 Gender mainstreaming must be institutionalised through concrete steps, mechanisms and processes in all areas of TMEA funded projects;
5.5 Gender mainstreaming does not replace the need for targeted, policies and programmes or positive legislation, nor does it substitute for gender units or focal points; and
5.6 There shall be clear organisational will and the allocation of adequate human and financial resources for gender mainstreaming from all available funding for the successful translation of the concept into practice.

6. **Implementing and monitoring this document**

The recipient’s commitment to this document is essential to TMEA’s success and will be demonstrated through training, enforcement and accountability. Adherence to the provisions of this document is a condition of partnership.

Project Managers should ensure that all recipients receive guidance on this document and understand the values that underpin its usage. They should strive to create an environment that encourages open discussion about any concerns.

These document is a guide rather than an exhaustive description of the recipient’s ethics polices and standards. TMEA aims to create a culture in which it is normal for partners to ‘do the right thing’ and to voice genuinely held concerns about behaviour or decisions that they perceive to be unethical.

All recipients are required to annually sign this document stating that they have read this document and have taken all reasonable steps to ensure that they have conducted business responsibly and in compliance with applicable laws and regulations.
7. Miscellaneous

The provisions in this code do not limit any other rights, remedies or obligations of TMEA or the recipient under the Memorandum of Understanding/Agreement or any other document to which TMEA and the Partner are both parties.

8. Commitment to the Code of Ethics

I have read the code and hereby sign as an indication of commitment to ensuring the code is incorporated and adhered to.

Organisation’s name: _______________________________
Title of Signatory: _______________________________
Signature: _______________________________
Date: _______________________________

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STAMP/SEAL