Company constituency guidelines

EITI Member Association

All companies supporting the EITI and up to five institutional investors are entitled to become members of the Association.

Any company in the extractive sector that wishes to become a member of the EITI as a supporting company can apply for membership with the International Secretariat following the procedure that the International Secretariat shall publish on the EITI website. After receipt of a complete application package from a company, the International Secretariat shall check the package for completeness and, if complete, confirm admission and membership to the company. The International Secretariat shall simultaneously inform the company constituency of the admission and provide the company constituency with contact details of the representatives of the newly admitted company. Regardless of the foregoing, the International Secretariat shall not automatically admit any company that has been expelled as member of the EITI in the foregoing twelve months pursuant to Article 5 of the Articles of Association of the EITI. An application from such company shall be referred to the EITI Board for decision.

EITI Member Companies should encourage the implementation of the EITI in countries in which they operate.

For institutional investors, if there are more members and candidates than the Articles of Association of the EITI allows (i.e. five members), the existing members and the candidate members shall discuss and decide amongst themselves which of them shall remain/become a member of the EITI and which of them shall resign as member or abstain from further seeking membership of the EITI. The institutional investors that become members of the EITI shall keep the other institutional investors informed about the affairs of the EITI and consult them as and when appropriate about decision making in the EITI. If the institutional investors cannot reach a decision that is satisfactory to all interested institutional investors, any such investor (member or candidate) may appeal the matter to the full company constituency, which may take a binding decision on the matter.

The EITI Board

There are six seats in the EITI Board for the company constituency. The Articles of Association maximises the number of seats for institutional investors to one seat. Historically, one seat has been allocated to the institutional investors and the remaining five seats have been split with three seats for the sub-constituency of oil and gas companies and two seats for the sub-constituency of mining and metals companies. Any change of this split shall be subject to a vote by the entire constituency and require a positive vote of at least 75% of the members of the constituency. The vote shall be per e-mail, organised by the International Secretariat at the request of the constituency and members shall have ten business days to respond. Failure to respond shall be regarded as a vote against the proposal. Any collection of seven members may request a vote on a proposal to change the allocation. Once a proposal has been voted down, the members requesting a vote may not request another vote for a period of twelve months after the results of the first vote have been announced.

Each sub-constituency shall have the power to decide at its own discretion which members of that sub-constituency shall be an EITI Board member or an alternate. They may formalise the election
procedure (as set forth below) or apply an informal procedure. Members of the sub-constituencies that consider applying for a board seat are encouraged to take into account that board membership requires a substantial investment of time and effort and is most effective if a board member can complete an entire term of the EITI Board (currently such term is 3 years).

The sub-constituency of oil and gas companies:

In case there are more candidates for Board seats than there are available Board seats for the sub-constituency and the candidates cannot agree amongst them which candidates will be nominated as full Board members or as alternate Board members, the sub-constituency shall appoint an individual, who is not a candidate him/herself, to facilitate an election for the available Board seats. The individual so appointed shall set forth the election procedures, organise the election (per e-mail) and shall announce the results from the election to the entire sub-constituency and shall circulate the formal list with Board member nominees for the sub-constituency of oil and gas companies to the wider constituency and to the EITI International Secretariat.

The sub-constituency of mining and metals companies:

The International Council on Mining and Metals (ICMM) has agreed to facilitate the selection of the mining and metals sub-constituency’s Board representatives. If there are more nominations than places to be filled, ICMM will convene a call between the nominees with the aim of reaching consensus on Board representation. If consensus on Board representation cannot be reached, ICMM will call an election. An election has not previously been required, but if it were to be, ICMM would convene a ‘hustings’ call of all participating companies and an election would then follow. ICMM will announce the results from the election to the entire sub-constituency and shall circulate the formal list with Board member nominees for the sub-constituency of mining and metals companies, the wider constituency and to the EITI International Secretariat.

The sub-constituency of institutional investors:

In case there are more candidates for the institutional investor Board seat than there are available for the sub-constituency and the candidates cannot agree amongst them which candidates will be nominated as full Board members or as alternate Board members, the sub-constituency shall appoint an individual, who is not a candidate him/herself, to facilitate an election for the available Board seats. The individual so appointed shall set forth the election procedures, organise the election (per e-mail) and shall announce the results from the election to the entire sub-constituency and shall circulate the formal list with Board member nominees for the sub-constituency of institutional investors to the wider constituency and to the EITI International Secretariat. Board candidates must be from an EITI supporting investor organisation.

Elected EITI Board members and their alternates shall facilitate that all members of their sub-constituency shall have the opportunity to present their views and to have a say in the representation of the sub-constituency in the EITI Board.