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PETRÓLEO  
E MINERAIS

**TL-EITI**  
Approved by :  
Name : MSWG  
Date in : 17 May 2023  
Signature : \_\_\_\_\_



## Contents

1. Introduction.....	2
2. Scope of the TL-EITI Multi-Stakeholder Group (TL-EITI MSWG).....	3
3. TL-EITI MSWG Constituency.....	5
4. TL-EITI MSWG Mandate.....	6
5. TL-EITI MSWG Specific Responsibilities.....	7
6. Specific Responsibilities for each Stakeholder.....	10
7. Organization of the TL-EITI MSWG.....	12
8. Terms of appointment for the MSWG Members.....	15
9. TL-EITI MSWG Meetings.....	15
10. Decision-making/Voting.....	17
11. Reporting.....	18
12. Review of Government Statement (Declaration).....	19

## SCHEDULE 1

1. Decision- Making Principles and Rules for TL-EITI MSWG.....	19
2. Decision- Making Rules.....	20
3. Proxy Arrangements.....	21
4. Abstention.....	21
5. TL-EITI MSWG Membership.....	22
6. References.....	25
7. Signature Page.....	26



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TIMOR-LESTE EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE  
MULTI STAKEHOLDER WORKING GROUP (TL-EITI)  
TERMS OF REFERENCE

GOVERNMENT OF TIMOR LESTE DECLARATION

**1. Introduction**

The government of Timor-Leste announced its commitment to the EITI in 2003 at the EITI Conference in London promotes and supports improved governance and transparency in resource-rich countries through the full publication and audit of company payments and government revenues from oil, gas, and mining. As a voluntary commitment of stakeholders with shared goals, the global EITI structure comprises resource-rich countries, international and national extractive companies, civil society, investors, and supporting countries.

The TL-EITI Multi-Stakeholders Working Group (MSWG) was formed in 2007, and in the 4th EITI Board Meeting on 11 April 2008 the board decided that Democratic Republic of Timor Leste it's the country was accepted as an EITI Candidate in 22 February 2008. Following their first Validation the EITI Board designated Timor-Leste EITI compliant in July 2010, making it the first country in Asia to become compliant with the EITI Rules.

The Government of Timor-Leste was the first Asian country to state its commitment to the Principles and Criteria of the Extractive Industries Transparency Initiative (EITI) on the occasion of the first international conference on EITI in London in June 2003. Adherence to EITI is aligned with the country's pursuit, from the outset, of transparency in the petroleum and mining sectors. Petroleum sector revenues are in the public sector domain (via quarterly and annually reports on the status of Timor-Leste's Petroleum Fund) as well as production sharing contracts. Measures of transparency are codified in the country's petroleum sector legislation.



Mining sector activities have not yet started but mining code are currently in place and under supporting regulation preparation to implementing.

To guide the full implementation of EITI in Timor-Leste, multi stakeholders EITI Working Group comprised of representatives of relevant Government Ministries/Agencies, Extractive Industry Companies, Private Sector, (CMTL), State Owned Enterprises (SOE) and Civil Society is established and fully functioned that guaranteed & implementation principles of the EITI in the country.

The TL-EITI MSWG shall be the governing body of all EITI programs and activities in the country and will provide strategic direction, oversight and support in collaboration with key stakeholder groups to ensure successful implementation of the EITI concept in TL-EITI MSWG.

The scope of EITI activities shall include but is not limited to the following:

- Promoting revenue transparency and accountability in the extractive sector in TL-EITI MSWG through the implementation of the EITI principle, consistent with the EITI global standard and TL-EITI MSWG legal and regulatory framework and national priority context; and;
- Providing a balanced forum for dialogue, debate, and consensus building on EITI-specific issues relating to the extractive sector in TL-EITI MSWG.
- Providing a capacity building to enhance EITI institutional development in order to enable relevant stakeholders fully participation within EITI mission.
- Monitor and evaluate of the implementation EITI Standard through Gov TL budget and programs (Gov.TL project).

## **2. Scope of the TL-EITI Multi-Stakeholder Group (TL-EITI MSWG)**

The MSG shall be responsible for the enforcement, management, and implementation and monitoring of the provisions of this Law, the Term of Reference and the EITI standards.



1. The main objectives of the MSWG shall be to assist in ensuring that all benefits due to the Government and to the people of Timor-Leste on account of the exploitation and/or extraction of the Country's Natural Resources are effectively paid or provided, duly accounted for, publicized [and prudently utilized] for the benefit of all Timor-Leste citizens on the basis of equity and sustainability.
2. The MSG is responsible for implementing the TL-EITI and for adopting all measures and taking the necessary actions for achieving the mandate and objectives of the TL-EITI, including, in particular to:
  - (a) Approve the MSWG internal rules on its organization, functioning and the procedures necessary for its internal governance;
  - (b) Prepare and approve the Timor-Leste EITI work plan;
  - (c) Develop the terms of reference for the selection and engagement of the Independent Administrator responsible for performing the annual reconciliations, audits and investigations provided herein;
  - (d) Develop and agree on the format of the Timor-Leste EITI Annual Report;
  - (e) Prepare and submit MSWG budget for approval of the National Parliament;
  - (f) Approve the procurement of any EITI-related studies and opinions;
  - (g) Comment, approve and publish the TL-EITI Annual Report;
  - (h) Develop and submit for the approval of the Government of the TL-EITI financial and adhered to the Gov TL procurement policy, all other policies and procedures associated with required for the effective and transparent implementation of the TL-EITI;
  - (i) Promote the participation of civil society in the supervision of resource governance in Timor-Leste; Take any and all other actions necessary for achieving the objectives of the EITI.



### 3. The TL-EITI MSWG CONSTITUENCY

The TL-EITI MSWG shall consist of representatives from the following sectors:

Relevant Departments and entities from the Government of Timor Leste (TLGOV); Civil Society Organizations (CSOs); and Mining company (C'MTL), oil and gas companies involved in the extractive Industries.

The TL-EITI MSWG will invite new members of representatives from the following sectors:

- Relevant Departments and entities from the Government of Timor Leste (Gov TL) (Investment Directorate-MOF, Directorate National Statistic- MOF, Fishing Directorate-MAP;
- Civil Society Organizations (CSOs); and
- Mining, oil and gas companies involved in the extractive Industries, include those are not yet involve such as; C'MTL, SUNDA GAS.
- Commission Anti-corruption Institution(CAC)

The TL-EITI MSWG will be chaired by the Minister Petroleum and Minerals and to be assisted by National Coordinator as his delegate. If, in the event that the Minister Petroleum and Minerals or government representative are available, MSWG members present at the meeting may lead or chair from the National coordinator so long as the representative is from a government entity in the MSWG. The TL-EITI National Secretariat will support the MSWG in undertaking the activities and programs as directed by the MSWG and as approved for implementation in the TL-EITI Work Plans.



#### 4. The TL-EITI MSWG's MANDATE

TL-EITI MSWG shall be the Governing Body for implementation of the EITI concept in the country. As such, the MSWG will be responsible for the following:

- Develop and approve a public and financially sustainable EITI annual work plan
- Monitor implementation of the EITI work plan, reviewing and updating it periodically as necessary.
- Determine and agree the scope of EITI audits/reports in Timor-Leste, in accordance with the most recent EITI Standard, develop EITI reporting templates to be used by companies and government that are easily comprehensible, determine terms of reference for and select an independent administrator to reconcile revenue and payment data, and ensure that EITI reports are published and disseminated.
- Determine and agree the level of aggregation/disaggregation to be included in the reports that appropriately protects commercially sensitive information without compromising the public's right to information on both extractive industry payments and government receipts. The group will determine the frequency/cycle for EITI reports in Timor-Leste, in accordance with the most recent EITI standard.
- Help address weaknesses and capacity constraints in extractive industries transparency in Timor-Leste and raise public awareness (including civil society and CGT-TL) of EITI and petroleum sector transparency.
- Facilitate the design, monitoring, and evaluation of the EITI validation process in Timor-Leste.
- Establish a program of work to include the mining industry under the EITI framework when the mining sector is established.
- Lead the EITI implementation at country level and ensure stakeholder's discussions lead to consensual decisions;
- Develop and publish TL-EITI conciliation report, TL-EITI Annual Progress Reports, Annual Work Plan that has been mutually agreed and endorsed by consensus;



- Assess and effectively address any obstacles and constraints that may affect implementation of the EITI concept; Provide direction and oversight to the activities of the TL-EITI National Secretariat and Work in a meaningful and constructive manner with representatives from all stakeholders including; Gov TL, CSOs, industries (Petroleum, Gas and Mining) and the National Secretariat to implement the TL-EITI Work Plans and meet EITI requirements and its global standard; and
- Publish timely EITI Reconciliation Reports that contain;
  - Contextual information about the Timor Leste extractive industries,
  - Comprehensive disclosure of the government's revenues from the extractive Industries.
  - Comprehensive disclosure of all material payments by oil, gas and mining companies in accordance with the agreed scope and materiality threshold.

These reports should follow a credible assurance process applying with international financial standards. In accepting these roles as representatives of their respective constituencies on the TL-EITI MSWG, members simultaneously commit to working in partnership to enhance transparency and accountability. They also undertake to promote open dialogue between themselves and to build trust and understanding for better management of the extractive sector.

## **5. TL-EITI MSWG SPECIFIC RESPONSIBILITIES**

The TL-EITI MSWG, through collaborative, transparent and meaningful engagement shall be responsible for the following:

- a) Work within the parameters of Timor Leste laws and regulations as well as TL-EITI MSWG's Term of Reference (TOR),
- b) Government of Timor Leste guarantee, mobilize and manage resources that support EITI Implementation and the work of the National Secretariat as per the TL-EITI Work Plans;





- c) Monitor, review and evaluate EITI implementation work plans, including through Publication of annual activity reports as per Requirement 7.2 of the EITI standard and in a manner that respects Timor Leste unique national priority context and legal framework as well as regulatory requirements;
- d) Approve the TL-EITI Work Plans, the appointment of the Independent Administrator (IA), the Terms of Reference (ToR) for the IA and the EITI Annual Reconciliation Reports as per Requirement 1.3(e) (iv) of the EITI Standard;
- e) Adopt the Term of Reference as necessary for TL-EITI MSWG's internal governance and operations;
- f) Endorse the reporting templates in coordination with relevant Gov TL, CSO's organizations, industries representatives and the Independent Administrator as per Requirements 5.2 (a) of the EITI Standard;
- g) Establish and support specific sub-committees or Technical Working Groups (TWGs) as an required to evaluate and select Administrator Independent include specific Issues to prepare reports and recommendations for MSWG's consideration, approval or decision making;
- h) Agree on an appropriate definition of "extractive industries" and "materiality threshold" for the purpose of the TL-EITI reconciliation reports;
- i) Agree on an appropriate definition of "mandatory and voluntary social payment" for the purpose of the TL-EITI reconciliation reports;
- j) Agree on the level of disaggregation for the publication of data as per Requirement 5.2(e) of the EITI Standard;





- k) Ensure Timor Leste laws and regulations pertaining to the extractive sector are adhered to as well as the confidentiality of the industry's commercially sensitive information is respected where necessary and genuine;
- l) Identify, assess and report on any material deficiencies in existing reporting and reconciliation mechanisms and arrangements in comparison with EITI requirements;
- m) Support the TL-EITI National Secretariat to constantly update and modernize the Website to promote the work of the TL-EITI and its members, and the publication of information of TL-EITI MSWG's work and the TL-EITI reports;
- n) Undertake cost effective outreach activities (workshops, seminar and dissemination) with civil society groups and extractive sector companies. The purpose is to inform stakeholders of the Government's commitment to implement the EITI global standard and the important roles of companies and the civil society. The TL-EITI MSWG should widely disseminate information that results from the EITI process such as the EITI Reports;
- o) Members of the TL-EITI MSWG should liaise with their constituency groups and ensure that there is genuine representation of their interest within the TL-EITI MSWG;
- p) Maintain close working relations with the EITI International Secretariat, other implementing countries, stakeholders, and Timor Leste development partners;
- q) Update and approve as needed the TL-EITI MSWG ToR's after every two (2) years or as and when required;
- r) Deliberate, approve and endorse the outcome of reconciliation reports and recommend to the Government through MPM Decree Low Submissions for Government's attention and action; and
- s) Any other activities deemed necessary for the implementation of TL-EITI activities.



## 6. SPECIFIC RESPONSIBILITIES FOR EACH STAKEHOLDER

The Government of Timor Leste will:

- Lead the TL-EITI implementation through the Chairman, the MSWG Members and the National Coordinator of National Secretariat and staff of the Secretariat;
- Ensure TL-EITI implementation process respects the national laws and legislation and the Confidentiality of commercially and financial sensitive information;
- Cooperate fully to achieve the success of EITI implementation;
- Provide adequate funding support and mobilize other resources including Facilities
- Commit to work with the Independent Administrator (auditor) and respond diligently to
- requests made by the auditor and the TL-EITI MSWG;

Ensure that its members use a fact based approach to engage in the TL-EITI MSWG and work with the industry and the CSOs (CGT/ PWYP-TL) to build awareness of revenue generated for the State through the extractive sector. The Government will be meaningfully engaged in monitoring the implementation of the TL-EITI work plans and the overall implementation of the initiative;

- Ensure that State Owned Enterprises (SOEs) involved in TL-EITI report their revenues and/ or earnings along with receipts for such revenues and / or earnings in accordance with the EITI guidelines and requirements; and
- Provide assurance to the industries to disclose tax information and revenue data at the ICM as part of the EITI Annual Report preparation process by issuing a tax regime and other details on ICM's internal control mechanisms for disclosure of these information; and
- Fully support in such other activities as and when required through the TL-EITI MSWG level on EITI implementation in the country.





*The Industry will:*

- Fully cooperate to achieve success in implementation of the EITI;
- Commit to supporting the operations of the TL-EITI National Secretariat and its work plans in order to meet the requirements of the EITI and its global standard;
- Respond diligently to requests made by the independent administrator and the TL-EITI MSWG by disclosing payment records and other information to the Government of Timor Leste for the annual TL-EITI Reports;
- Ensure that its members use a fact-based approach to engaging in the TL-EITI MSWG and to work with Gov TL and CSOs(CGT/PWYP-TL) to build awareness of the EITI process and related revenues to the State and the overall implementation of the initiative;
- Support and participate by teaming up with Government, CSOs(CGT/PWYP-TL) and the National Secretariat in all workshops, seminars, dissemination, conferences, trainings or such other outreach and awareness programs on EITI implementation and informing the public on EITI report outcomes; and
- Fully support in such other activities as and when required through the TL-EITI MSWG level on EITI implementation in the country.

*The Civil Society will:*

- Fully cooperate to achieve success in the implementation of the EITI;
- Commit to supporting the operations of the TL-EITI National Secretariat and its work plans in order to meet the requirements of the EITI and its global standard;
- Commit to taking a leading role in ensuring the EITI accountability function is exercised in a responsible and constructive manner in the implementation of the initiative;
- Ensure that its members use a fact-based approach to engaging in the TL-EITI MSWG, work with Government of Timor Leste and the industries to build public awareness of the extractive sector and revenues generated to the State.



This is to ensure the public are fully engaged in monitoring the implementation of the TL-EITI work plans and overall implementation of the initiative at country level;

- Support and participate by teaming up with Government, industry and the National Secretariat in all workshops, seminars, road shows, conferences or such other outreach and awareness programs on EITI implementation and informing the public on EITI report outcomes; and
- Fully support in such other activities as and when required through the TL-EITI MSWG level on EITI implementation in the country.

#### **7. ORGANISATION OF THE TL-EITI MSWG**

The MSWG will be chaired by the Minister Petroleum and Minerals and is the central governing and decision-making body for EITI implementation, monitoring and evaluation.

The TL-EITI MSWG membership shall comprise of:

- Ministry of Petroleum and Minerals /Public Servant EITI Focal Point (Chairperson)
- Two senior representatives of the Ministry of Finance under Petroleum Fund Unit and Tax Authorities.
- One Senior representative of the Central Bank of Timor-Leste.
- Two senior representatives of the Ministry of Petroleum and Minerals /Regulating Authorities.
- One Senior representatives of Serve of Timor Leste
- One Senior representatives of Trade Invest of Timor Leste
- Three representatives of civil society as determined/selected by a forum of civil society Organizations involved in transparency and civil society oversight of extractive industries.





- Four representatives of petroleum companies selected on the basis of largest share/interest of those companies currently operating in Timor-Leste associated areas: (i) the Timor-Leste exclusive petroleum development area, (ii) the Joint Petroleum Development Area, and (iii) future operators in JPDA former as well as Timor-Leste associated areas.
- Two senior representative of the State Owned Enterprises (SOE).
- One Senior Representatives of Campanha da Minas (Mining Company) of Timor-Leste
- One representative of National Parliament of Timor-Leste
- One Senior representative of Commission Anti-Corruption (CAC)
- One Senior representative of Secretary of State for the Environment (SSE)

Each member will name an Alternate who would attend Working Group meetings in case the primary member is unable to attend. Each member shall consult with and fairly represent interests of others within their stakeholder pillar.

The interested party(s) in Extractive Industries and key stakeholders as defined in requirement 1 (1.3 e.iv) are invited to participate as observers. The Working Group may invite other observers as it sees fit in accordance with the Decision Making/Voting provisions of this Terms of Reference. Observers will not be eligible to vote or take decisions on issues under consideration by the members of the Working Group.

For Gov TL, State Owned Entities (SOEs) will form part of the 4 representatives. The selection of Gov TL representatives to the TL-EITI MSWG will be coordinated through the Ministries through a democratic process using an internal regulation. From Industries, the 4 representatives will be organized and selected by the head of each constituency. These representatives will be selected through a democratic process based on an agreed internal procedure.

Civil Society members will be chosen in the same manner following a series of consultations between the Forum civil society organizations via a democratic process as agreed through a selection procedures. Through this process, the civil society representatives will be selected covering a wide range of activities and interests.

The TL-EITI MSWG Organizational Structure is depicted below.

The TL-EITI National Secretariat was established after TL's was accepted as an EITI candidate country in 2008. The main function of the Secretariat is to provide technical and administrative support to the TL-EITI MSWG Chairman and MSWG Members. It will also provide coordination and facilitation support to the TL-EITI MSWG. The National Secretariat will play a critical role in ensuring that all TL-EITI activities are carried out in an effective, efficient, well-organized and sustainable manner consistent with EITI global standard and requirements. Specific Terms of Reference (ToR) outlining the National Secretariat's roles, functions and responsibilities as approved by Gov TL (Ministry of Petroleum and Minerals base on Decree Law no.62/2020, Article 13<sup>th</sup>). The TL-EITI MSWG will establish an observer group, comprised of relevant government departments and entities, external organizations, consultants or individuals that have no voting rights or decision-making authority within or over the TL-EITI MSWG, but act to provide inputs, feedbacks and views through observations at TL-EITI MSWG meetings or such other events on the EITI process, or EITI related issues being considered by the TL-EITI MSWG. The anticipated outcome of the Observer Group is the broadening of awareness about EITI implementation within the country. The engagement and participation of this group will promote a better understanding of TL-EITI and how it relates to the broader transparency and accountability related initiatives. Observations made by the Observer Group may be considered by the TL-EITI MSWG but are not binding.

The members of the Observer Group will not be signatories to this TOR, but will be required to commit themselves to abide by the relevant terms set forth herein and any additional requirements as stipulated by the TL-EITI MSWG prior to assuming the observer role. Members in the observer group are subject to review and approval by the TL-EITI MSWG, with members being rotated as agreed by the TL-EITI MSWG in accordance with the terms of this TOR.



The term of Reference applicable to the MSWG also applies to members of the observer group. Each stakeholder – Gov TL, Civil Society and Industry to be represented on the TL-EITI MSWG will maintain their own sector specific working group. They will be tasked with developing their respective inputs as well as with their education, awareness and liaison programmers with their constituencies. Gov TL will maintain the current arrangement whereby their activities will be coordinated and chaired by the National direction of Administration and Finance-MPM representative or its delegated authorities. In turn, the Timor Leste Minister of Petroleum and Minerals and National Coordinator will be the chair for the Industries with Transparency International Timor Leste being in charge of coordinating and chairing the activities and inputs from the Civil Society.

#### **8. Terms of appointment for the TL-EITI MSWG Members**

Members of the TL-EITI MSWG shall be appointed for an initial term of two (2) years with the possibility of reappointments consistent with practices adopted by the TL-EITI MSWG. Whilst the nature of the constituencies must be maintained at all times (i.e. government, industry companies, SOE's, C'MTL, Commission Anti-Corruption and civil society organizations must be represented), per the terms of this TOR, the constituencies may agree at any point in time to change, add or reduce the number of Members, provided a balanced MSWG representation is ensured. Each representative stakeholder shall have the right to independently select and replace its members on the TL-EITI MSWG.

#### **9. TL-EITI MSWG Meetings**

The TL-EITI MSWG shall determine the frequency of its meetings at such times and places as it deems necessary but not less than four (4) meetings in a year.

The TL-EITI National Secretariat, in consultation with the MSWG Chairman will set the agenda for all MSWG meetings. The meeting announcement, agenda and meeting documents shall be

Circulated to MSWG Members at least one (1) week in advance of the meeting date. The TL-EITI National Secretariat will be responsible for planning and calling MSWG meetings in consultation with the MSWG Chairman.

The National Secretariat shall undertake all coordination and administrative functions necessary for MSWG meetings to be conducted. Any urgent matters or issues to be discussed and that requires MSWG members to meet should require the National Secretariat to call for an extraordinary (special) meeting.

To ensure the accessibility for all platform EITI's document, efficiency time in prepared intervention and effectiveness their participation and contribution at all EITI implementation in the country, it is requested to facilitate MSGW members with provide their communication and transportations fee based on their present at the MSWG meeting or others.

The Chatman House Rules will apply to meeting discussions to be kept by the TL-EITI National Secretariat. Minutes of meetings (respecting the Chatman House Rules) will be circulated to the TL-EITI MSWG and will be made publicly available after agreement among the members and signed off by the Chairman.

Consistent with TL-EITI MSWG Term of Reference, all MSWG members and observers shall respect and not discuss outside of MSWG meetings any confidential, propriety or commercially sensitive information that may become available at any point in time, and will sign confidentiality agreements accordingly.

All instances of failure to adhere with this confidentiality agreement would be reviewed by the MSWG and may result in dismissal from any further participation in the TL-EITI MSWG meetings. For any MSWG Meeting the following also needs to be observed:





- The TL-EITI MSWG meeting shall have a quorum to commence when at least two (2) members from each of the stakeholder group is present; In accordance with requirement 1.3(c) (iv) of the EITI standard, any member of the TL-EITI MSWG has the right to table an issue for discussion and deliberation;
- The minutes of the TL-EITI MSWG meetings should be signed by the Chatham house, MSWG and circulated at least one (1) week prior to the conduct of the next MSWG Meeting ;
- Apart from the formal MSWG Meetings, the TL-EITI MSWG may conduct its business electronically to secure MSWG resolutions, agreements or voting through electronic circular for circumstances rendered necessary and urgent to meet deadlines and consensus, agreements or resolutions reached through such correspondences should be official decisions by the MSWG for record purposes;
- The National Secretariat shall give at least one (1) week advance notice to all TL-EITI MSWG members and any relevant observer groups for the next MSWG Meeting; and
- The place and venue for the MSWG meetings should be determined by the National Secretariat in consultation with the MSWG Chair from time to time See Chatham house Rules at <http://www.chathamhouse.org/about-us/chathamhouse-rule>.

#### **10. DECISION-MAKING/ VOTING**

The TL-EITI MSWG will strive to make decisions on the basis of consensus. Where consensus is not possible, the decision-making principles and voting rules will be applied. The Decision-Making Protocol for the TL-EITI MSWG is set out in Schedule 1. This Protocol identifies:

1. How decisions will be made, including consensus requirements and a tired decision-making hierarchy that applies, if consensus cannot be reached.

2. How members can be represented in decision-making if they are not able to be present at a meeting.

Other option the EITI secretariat can facilitated MSGW thought Virtual Meeting in the same time in person meeting that conducting at the EITI office if it is requested vote for approval. If want to delegate other constituency members the MSGW members have to send official email to EITI secretariat minimum in 3 days before MSGW members meeting and other option is the approval also can be endorse via email.

3. How abstentions will be managed.

The Working Group shall strive to reach resolution on matters by Consensus. However, where consensus is not possible, then final decisions of the Working Group shall be taken by vote. The vote must be taken at least two thirds of the quorum, inclusive of each pillar. A resolution can pass with 50%+1 in support of resolution.

## 11. REPORTING

The TL-EITI MSGW through the National Secretariat shall publish annually a TL-EITI Report consisting of:

Status of EITI implementation in Timor Leste full satisfactory;

Contextual information about the extractive industry as per requirement 3 of the EITI Standard;

- Payments made by the extractive industry to the Government of Timor Leste;
  - Corresponding revenues received by the Government of Timor Leste from the extractive sector;
- and
- Other revenue streams as deemed appropriate and agreed to by the TL-EITI MSGW.



The TL-EITI MSWG shall engage an Independent Administrator (auditor) who shall collate, analyze and reconcile revenues received by the Government of Timor Leste for that financial year and the extractive industry submissions and report accordingly with subsequent recommendations.

The TL-EITI MSWG shall, in consultation with the Independent Administrator, develop necessary reporting templates that should be forwarded to both Government of Timor Leste and the extractive sector with instructions on how the templates should be completed and when and where the completed templates should be submitted. The TL-EITI MSWG shall publish or authorize the publication of the TL-EITI Report including the Independent Administrator's findings and recommendations. The TL-EITI report shall be made publicly available in an accessible and comprehensible manner and the Report must be reviewed and unanimously endorsed by the TL-EITI MSWG.

## **12. REVIEW OF GOVERNMENT STATEMENT (DECLARATION)**

This statement has been reviewed every five (5) years as required by the TL-EITI MSWG in accordance with the terms of this Statement. Any amendments proposed as a result of a review shall be incorporated upon agreement by the MSWG in accordance with the terms of this ToR.

### **SCHEDULE 1**

Decisions-Making Principles and Rules for the TL-EITI Multi-Stakeholder Group

#### **1. Decision-Making Principles**

1.1. The TL-EITI MSWG is committed to operating in the true spirit of collaboration and cooperation with the aim of reaching general consensual agreement amongst all members on all decisions.



1.2. In cases where general agreement cannot be reached, a formal vote will be taken at the discretion of the Chairman and voting rules will be applied. While consensus sometimes is not possible, decision-making principles are designed to build the greatest possible consensus;

1.3. All 19 TL-EITI MSWG members will be represented in decision making.

## 2. Decision –Making Rules

2.1. Decision –making will occur by a three-tiered hierarchical system as follows:

2.1.1. *Consensus*. The chairman will seek to achieve consensus for all decisions. If this is not achieved then absolute consensus will be sought.

2.1.2. *Absolute Consensus*. Consists of a two thirds majority of exercised votes (i.e. minus abstentions) and includes a minimum of 2 representatives from each constituency.

2.1.3. *Modified Consensus*. If *Consensus* or *Absolute Consensus* is not achieved, a working group will be formed comprising equal representation from each constituency, to discuss and negotiate a recommendation to proceed to the TL-EITI MSWG. This may occur at the meeting; post meeting with the intention to provide a recommendation by the next TL-EITI MSWG meeting); or be considered out of session. Once the sub-group has provided its recommendation, the TL-EITI MSWG will seek to make a decision on the basis of consensus, absolute consensus or modified consensus.

2.2. One vote will be recorded per member, and abstentions will be recorded.

2.3. All 21 TL-EITI MSG members will be represented for each vote. The number of votes





required to pass a motion will adjust according to any abstentions to maintain a two-thirds majority of participating votes.

2.4. The process of vote and approval base on the article number 10.2 in page 14 of this MSWG TOR.

### 3. Proxy Arrangements

3.1. All 21 TL-EITI MSWG members will be counted for each motion. Where a member is unable to be present at a meeting, that member will appoint another person to act as proxy at that meeting, and advise the TL-EITI National Secretariat of the appointment in advance of the meeting.

3.2. All proxy appointees will be required to sign confidentiality and conflict of interest forms where necessary.

3.3. A TL-EITI MSWG member may appoint any other person that is a member of the TL-EITI MSWG as their proxy for a specific meeting.

3.4. No person may hold more than one proxy vote for TL-EITI MSWG members at a time with the exception of the Chair.

3.5. In exceptional circumstances and at the Chairman's discretion, when no advice on a proxy has been given and a member is absent from a meeting, the proxy will default to the chair. The Chairman may allocate the vote, abstain or use the vote as he sees fit.

3.6. Should the Chairman hold a significant number of unallocated proxies they have the discretion to decide if votes are to be ratified out of sessions.



#### 4. Abstention

4.1 Where a member intentionally abstains from a decision-making process, their votes will not be counted for or against the decision. Their vote will be discounted from the number of eligible votes.

4.2 To ensure abstention by a member is intentional, a member will notify the National Secretariat of this intention, where possible in advance, and ensure that the abstention is recorded in the minutes of the meeting, or record of decisions for an out of session purpose.

4.3 Should the Chairman determine that a significant number of abstentions are being exercised they have the discretion to decide if votes needed to be ratified out of sessions.

#### 5. TL-EITI MSG Membership List;

Government of Timor-Leste Tax Authority voting member is one person as primary and one person for alternate.

No	Name	Institution	Position	Remarks
Government Representatives				
1	Agus Maradona Tilman	ANPM	Commercial Director	Member
2	Honesia Amaral		Manager for Marketing and Revenue Management	Alternate Member
3	Agostinho Grigorio Ramos		National Director for NDPMR-AT	Member





4	Sandra Maria Fatima da Cruz,	DNPMR-MoF	Head of Petroleum Department -NDPMR	Alternate Member
5	Filipe Nery Bernardo	PFAU- MoF	Acting Coordinator, Petroleum Fund Administration Unit	Member
6	Cosme d. C. Araujo		Alternate Member	
7	Fernando Carvalho	Central Bank of Timor-Leste	Chief of Account	Member
8	Izaquiel da Costa Babo	TradeInvest	Director of Investment Promotion	Member
9	Florencio Sanches	SERVE	Executive Director	Member
Company Representatives				
10	Angelina Branco	Eni	Country Representative	Member
11	Jose Lobato Goncalves	Santos	Country Manager	Member
12	Reinalda Pires		Alternate Member	
13	Antonio dos Santos	Woodside Petroleum	Country Representative	Member
14	Feliciano Soares	Senior Accountant & Finance Manager	Timor Resources	Member
15	Januario Carvalho	SundaGas Banda	General Manager	Member



SOE Representatives				
16	Deolinda de Sousa	TIMOR GAP E.P	Accounting Officer	Senior Member
17	Francisco Pinto			
18	Luis Martins			
19	Francisco Alegria			Alternate Member
20	Angelo Lay	CMTL, S.A	Managing Director for Commercial, Investment & Ventures	Member
21	Henrique Soares Ximenes		Team Leader For M & E and Communication	Alternate Member
CSO Representatives				
22	Estefanus Coli	FONGTIL/ MDI	Director MDI	Member
23	Silveira Soares Moniz	FONGTIL/ Luta Hamutuk		
24	Sabina Fernandes Seac	FONGTIL/ SHC		
25	Roberto Soares	FONGTIL/ KBH		Alternate Member
26	Janurio Amaral de Jesus	FONGTIL/ Plataforma Nasional Bee		Member
27	Carlito da Costa	FONGTIL/HAK		





## 6. References

- a. ToR International Secretariat &
- b. Standar EITI



**7. Signature Page**

ToR approved and signed by MSWG Member:

(Name)

(Signature)

**1. Government Representatives**

Agus Maradona P. Thomas

[Signature]

**2. Company Representatives**

[Signature]

woodside energy

**3. SOE Representatives**

Deolinda de Sousa

[Signature]

**4. CSO Representatives**

[Signature]

[Signature]