



Online Micro Sellers
Multipurpose Cooperative

Registered with the Cooperative Development Authority - Manila Extension Office
CDA Registration No. 9520-101600000039775 | CIN 16201739775
TIN 501-757-206-00000

ONLINE MICRO SELLERS
MULTIPURPOSE
COOPERATIVE

CODE OF CONDUCT AND ETHICAL STANDARDS (2025)



Unit 907 & 908, One Park Drive 8th Avenue Corner 11th Drive
Bonifacio Global City, Barangay Fort Bonifacio Taguig City



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OMSMPC CODE OF CONDUCT AND ETHICAL STANDARDS

I. TITLE

This Code shall be known as “Online Micro Sellers Multipurpose Cooperative Code of Conduct and Ethical Standards”.

II. INTRODUCTION

This code refers to the framework from which the Online Micro Sellers Multipurpose Cooperative (OMSMPC) Board of Directors, Committee Members, Other Key Officers, and Management Team can be inspired to work collectively in building an effective, efficient, and sustainable cooperative.

From a compliance and stewardship perspective, it is concerned with the standards, practices, and procedures that the Board of Directors, in coordination with the Committee Members and other Key Officers, develop and promulgate rules to achieve the strategic goals and objectives of the Cooperative. This democratic view of governance would be what the Board of Directors and other Officers generally represent in the interests of the members and other stakeholders connected with the Cooperative.

The **OMSMPC Code of Conduct and Ethical Standards** is a statement of the ethical principles, values and behaviors expected of the Board of Directors, Committee Members, Key Officers, Management Team and Members of the Cooperative. It is designed to guide them in their dealings with one another, their representatives, and others they come in contact within the course of performing their duties and responsibilities. It puts forward a set of general principles rather than detailed prescriptions.





Further, this **OMSMPC Code of Conduct and Ethical Standards** is intended to assist them in identifying and resolving ethical issues that might arise during their term, appointment, employment, or during their membership in the Cooperative. It stands besides, but does not exclude nor replace, the rights and obligations of Officers, Management Team and Members under the OMSMPC Articles of Cooperation and By-Laws. The **OMSMPC Code of Conduct and Ethical Standards** then provide more specific information about the Cooperative's policies, rules, and expectations based on the cooperative principles and values, and proper behaviors.

III. DEFINITION OF TERMS

A. **Board of Directors (BOD)** – refers to the body that was entrusted with the strategic planning, direction-setting, and policy formulation activities of the Cooperative (RA 9520 Article 38) and the administration of its business (By-Laws Article III). It also refers to the collegial body that exercises the powers of the Cooperative formed under the Cooperative Code (Republic Act No. 9520). It conducts all businesses and controls or holds all properties of the League (By-Laws Article IV).

B. **Committee** – refers to a body entrusted with specific functions and responsibilities under the Articles of Cooperation and By-Laws (ACBL) of the Cooperative, or a resolution of the General Assembly, or of the Board of Directors.

C. **Member** – refers to the online micro sellers who adhere to the principles set forth in the Cooperative Code and the By-Laws and have been admitted by the cooperative as a Member.

D. **General Assembly (GA)** – is composed of all Regular Members Entitled to Vote (under the ACBL of the Cooperative), duly assembled and constituting a quorum and is the highest policy-making body of the Cooperative.

E. **Primary Cooperative** – means the Cooperative organized by fifteen (15) or more natural persons who are Filipino citizens, of legal age, and having a common bond of interest and are residing or working in the intended area of operation registered under the Cooperative Development Authority (RA 9520 Article 10).





F. **Internal Control** – refers to the process affected by the Cooperative’s Board of Directors, Committee Members, other Key Officers, and Management Team; designed to provide reasonable assurance regarding the achievement of objectives in the effectiveness and efficiency of operations, the reliability of financial reporting, and compliance with applicable laws, regulations, and internal policies.

G. **Cooperative Principles** – refers to a set of principles that is acceptable, recognized and observed locally as well as internationally.

H. **Core Values** – refers to a set of values the Cooperative upholds which form the foundation on which the Board of Directors, Committee Members, other Key Officers, Management Team, and Members perform and conduct themselves. It shall be constant and aligned with the Cooperative’s vision and mission and shall serve as a guide and direction when dealing with each other and the public.

I. **Management** – refers to the body that was given the authority to implement the policies as determined by the Board of Directors in directing the business operations and activities of the Cooperative.

J. **Governance** – refers to the leadership systems and processes concerned with ensuring the overall direction, effectiveness, supervision, and accountability of the Cooperative by the Board of Directors, Committee Members, other Key Officers, and Management Team. In summary, it is about ensuring that the Cooperative is effectively and properly run.

K. **Ethics** – refers to the set of principles of right conduct or the rules of standards governing the conduct of the Board of Directors, Committee Members, other Key Officers, Management Team, and Members of the Cooperative.

L. **Conduct** – refers to the way the Board of Directors, Committee Members, other Key Officers, Management Team, and Members of the Cooperative behave or the way they act especially from the standpoint of morality and ethics.

M. **Code** – refers to Online Micro Sellers Multipurpose Cooperative Code of Conduct and Ethical Standard.





N. **Regulatory Body** – refers to the government body tasked to supervise, regulate, and monitor all types of cooperatives. Specifically, it refers to the Cooperative Development Authority, also known as CDA or the Authority.

IV. CODES OF ETHICAL STANDARDS

In the discharge of their duties and responsibilities as stipulated in the Articles of the Cooperative and By-laws, and in accordance with the laws of the Philippines, each Cooperative, along with its officers, members, and employees, is duty-bound to adhere to the following Code of Conduct and Ethical Standards.

A. CODE OF ETHICS

This Code of Ethics is a statement of the ethical principles, values, and behaviors expected from the Board of Directors, Committee Members, other Key Officers, Management Team, and Members of the OMSMPC.

The OMSMPC fosters the values of cooperation, integrity and accountability, transparency, innovation, commitment, professionalism, and equitability. This **Code of Ethics** is based on three (3) universal ethical principles:

1. Equity and Justice

People shall be treated fairly – not discriminated against, abused, or exploited. Justice is concerned with power sharing and preventing the abuse of power. Equity in this context is a commitment to treating everyone with fairness and impartiality, acknowledging and valuing the diversity that each stakeholder/member brings to the Cooperative.

2. Respect for People

People shall be treated as individuals with rights to be honored and defended. Respect empower others to claim their rights and to achieve their potential. Respecting the rights of other people is the basis on which individual/s become member/s of the Cooperative and accept their social responsibilities with integrity.





Membership in the Cooperative means that individual/s not only have rights but also duties and responsibilities to act openly and honestly amongst others. Demonstrating by reasoned argument rather than by using language (words, style, and tone) that have the effect of inappropriately attacking or demeaning others.

This commitment ensures that interactions within the cooperative are characterized by respect, fostering a cooperative culture built on constructive dialogue, understanding, and shared values.

3. Personal and Professional Responsibility

The principle of taking personal and professional responsibility requires not only that people avoid doing harm to others but that they exhibit courteous behavior that upholds the standards expected of all Board of Directors, Committee Members, other Key Officers, Management Team, and Members of the Cooperative as part of achieving a common good.

In doing so, they are expected to protect the rights of others and respect the diversity of people and personality. Those in position, to assert their rights, have a reciprocal duty to exercise responsibility towards those who depend on them for their well-being. This principle involves stewardship of assets, resources, and the environment.

The Code of Ethics underpins a Code of Conduct that outlines the actions or procedures applicable to the Board of Directors, Committee Members, other Key Officers, Management Team, and Members of the OMSMPC for a range of specific ethical issues.

B. CODE OF CONDUCT

In its commitment to provide quality service, OMSMPC recognizes the overriding responsibility of all Board of Directors, Committee Members, other Key Officers, and Management Team to contribute to the highest standards of integrity, competence, and effectiveness of the Cooperative.

To this end, the Cooperative shall provide standards of conduct as a guide for all Board of Directors, Committee Members, other Key Officers, and Management Team in carrying out their duties and responsibilities. The Code of Conduct is based on principles, values and





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behaviors outlined in the Code of Ethics. This Code of Conduct applies to all Board of Directors, Committee Members, other Key Officers, Management Team, and Members of the Cooperative. Likewise, suppliers, their employees and representatives, and other stakeholders are expected to conduct themselves in a manner consistent with this Code.

This Code of Conduct underlines the:

- Rights of the Board of Directors, Committee Members, other Key Officers, Management Team, and Members to be treated fairly and equitably by the Cooperative.
- Avenues for resolving complaints or breaches of policies and Codes; and,
- Legal and ethical obligations and expectations of all stakeholders to act in accordance with the expressed standards of conduct, integrity and accountability contained in relevant legislation such as the RA 9520.

1. GENERAL PRINCIPLES

- a. The Cooperative is transparent, honest, fair, impartial, and accountable in its relationships with everyone it works with and within itself. It endeavors to perform its duties properly, faithfully, and efficiently, respecting the rights of its Board of Directors, Committee Members, other Key Officers, Management Team, and Members.
- b. The Cooperative is politically non-partisan.
- c. The Cooperative is open to work cooperatively with all individuals and groups, representatives of government, civil society, business, media, and international institutions committed to the promotion of good governance. It respects diversity of opinions, ideas, and beliefs.
- d. The Cooperative accepts donations only from sources whose aims and directions do not contradict the Cooperative's vision, mission and goals.
- e. The Cooperative ensures that its resources are utilized effectively and assets are not used for purposes other than for the advancement of its vision, mission and goals.
- f. The Cooperative follows that its projects are responsive to the members' needs, and directly or indirectly contribute to their overall development and well-being.



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- g. The Cooperative demonstrates a high level of accuracy and professionalism based on comprehensive research and analysis.
- h. The Cooperative performs in accordance with its Articles of Cooperation and By-Laws, and Laws of the Republic of the Philippines primarily RA. 9520, and other related laws.

2. PRACTICAL GUIDELINES

2.1. Governance

- a. The Cooperative adheres to a written By-Laws that defines its Vision, Mission, Core Values and Goals and Organizational Structure.
- b. The Cooperative makes sure that people who are elected to positions of authority demonstrate high moral and professional values.
- c. The Cooperative clearly defines everybody's role and responsibilities and effectively communicates them. This information is effectively communicated throughout the organization, fostering a culture of accountability and ensuring that each member understands their specific contributions towards the cooperative's objectives.
- d. The Cooperative follows the participatory process to enhance loyalty of all stakeholders, quality of decision-making, and integrity.

2.2. Relationships

2.2.1. Relationship within the Cooperative

- a. The Cooperative's Board of Directors, Committee Members, other Key Officers, Management Team, Members, and other stakeholders treat each other with respect and consideration.



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- b. They communicate and consult with each other openly and collegially and in a manner that assists each of them to fulfill their duties and responsibilities faithfully and efficiently.
- c. They respect the privacy and private lives of each other when dealing with personal information.
- d. The Cooperative prohibits any actions that cause physical harm, violence, or threats of violence toward others within our community. This includes, but is not limited to, physical assault, harassment, coercion or intimidation.
- e. Any form of rumor-mongering, libelous, defamatory, or maliciously false statements about individuals, entities, or any of its projects or programs without basis or support is forbidden.

2.2.2. Relationship with Competitors

No Board of Director, Committee Member, other Key Officer, or from the Management Team must have any agreement, understanding, or arrangement with any competitor with respect to the pricing of services, interest rates, or marketing policies.

- a. No Board of Director, Committee Member, other Key Officer or from the Management Team must reveal any trade secrets that are unique to the Cooperative.
- b. The Board of Directors, Committee Members, other Key Officers, and Management Team have a fiduciary responsibility to safeguard that no confidential information be passed to competitors which could compromise OMSMPC.

2.2.3. Relationship with Members

- a. The Board of Directors, Committee Members, other Key Officers, and the Management Team must always conduct themselves professionally when speaking on behalf of OMSMPC. Also, they are expected to act responsibly and in good faith when handling Cooperative concerns and required to stay away from circumstances that could result in a conflict of interest.





- b. While engaging with a member, the Board of Director, Committee Member, other Key Officer and the Management Team must not distort, avoid, or conceal the nature of any material information.
- c. A member may not intentionally permit or be encouraged by a Board of Director, Committee Member, other Key Officer or from Management Team to provide incorrect information on a loan application or other form.
- d. No Board of Director, Committee Member, other Key Officer or from Management Team may respond to queries posed by the general membership in an unofficial manner pertaining to official Cooperative statements, unless specifically permitted to do so by the Cooperative.

2.3. Conflicts of Interest

- a. The Cooperative is committed to fair, objective, impartial and transparent transaction/s and dealing/s in its operations which include recruitment, promotion, and procurement procedures.
- b. The Cooperative, through its Board of Directors, will appoint all positions to the qualified appointees only, with high moral and professional values. It does not hire persons with whom the Board of Directors, Committee Members, other Key Officers, and Management Team have close personal relationships such as their spouse, parent, child, sibling, or other close family members up to the third (3rd) degree of consanguinity and affinity.
- c. Every person associated with the Cooperative avoids or manages potential conflicts of interest, and openly acknowledges and disclose potential or actual conflicts of interest.
- d. The Board of Directors of the Cooperative must declare their financial and non-financial interests, which will potentially lead to or conceivably be perceived as a conflict of interest.
- e. The Board of Directors, Committee Members, other Key Officers, Management Team, Members, and other stakeholders do not accept directly or indirectly any





discount, gift, entertainment (invitations to dinner, cultural events, tourist visits, etc.) or favors that will influence the performance of their duties or judgment.

- f. The Cooperative does not accept funds from donors that either are granted under condition or might impair the autonomy and independence of the Cooperative to pursue its vision and mission.

2.4. Liability of Directors, Officers and Committee Members

As per RA 9520 Article 45; Board of Directors, other Key Officers, and Committee Members, who willfully and knowingly vote for or assent to patently unlawful acts or who are guilty of gross negligence or bad faith in directing the affairs of the Cooperative or acquiring any personal or pecuniary interest in conflict with their duty as such Board of Directors, other Key Officers or Committee Members must be liable jointly and severally for all damages or profits resulting therefrom to the Cooperative, Members and other persons.

When a Board of Directors, Committee Member or other Key Officer attempts to acquire or acquires, in violation of their duty, any interest or equity adverse to the Cooperative in respect to any matter which has been reposed on them in confidence, they shall, as a trustee to the Cooperative, be liable for damages and shall be accountable for double the profits which otherwise would have accrued to the Cooperative.

2.5. Remunerated Work

- a. The Cooperative's Board of Directors, Committee Members, and other Key Officers, as per RA 9520 Article 46, shall not receive any compensation except for reasonable per diems; provided however, that the Board of Directors, Committee Members, and other Key Officers must not be entitled to any per diem when in the preceding calendar year, the Cooperative reported a net loss or had a dividend rate less than the official inflation rate for the same year. Any compensation other than per diems may be granted to the Board of Directors, Committee Members, and other Key Officers by majority vote of the members with voting rights at a regular or special General Assembly specifically called for the purpose.





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- b. The Cooperative shall compensate its employees fairly and equitably, conforming to the Wage Laws and taking into consideration their qualifications and experiences and the value of their work according to the market standards.

2.6. Private Behavior

- a. The Cooperative's Board of Directors, Committee Members, other Key Officers, Management Team, Members, and other stakeholders will not engage in any activity or transaction nor acquire any position or function, whether paid or unpaid, that is incompatible with or detracts from the proper performance of their duties and might bring the Cooperative as a whole into disrepute.
- b. The Cooperative's Board of Directors, Committee Members, other Key Officers, Management Team, Members, and other stakeholders will not use the Cooperative's business relationships to solicit or obtain favors or improper benefits in private life.
- c. The Cooperative's Board of Directors, Committee Members, other Key Officers, Management Team, Members, and other stakeholders will not allow individual political affiliations and/or activities unduly influence or interfere with the political neutrality of the Cooperative.

2.7. Confidentiality, Transparency and Accountability

- a. The Cooperative's Board of Directors, Committee Members, other Key Officers, Management Team, Members, and other stakeholders will treat information obtained with confidentiality when its nature calls for it or when this is explicitly requested and does not use any such information or materials to further a private interest.
- b. The Cooperative is as open as possible about all decisions and actions it takes considering the special needs for confidentiality.
- c. The Cooperative is transparent and accountable in its relations with the Members, government, donors, and other interested parties.



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- d. The Cooperative maintains a regular financial audit performed by an internal auditor and reviewed by an external auditor in accordance with the policy laid down by the Cooperative Development Authority.
- e. The Cooperative fulfills all legal, financial and management reporting in accordance with the requirements of Cooperative Development Authority or provisions under RA 9520.

2.8. Honesty and Integrity

The Cooperative's Board of Directors, Committee Members, other Key Officers, Management Team, and Members are expected to uphold the highest standards of honesty and integrity in all their actions and interactions.

- a. Providing False Statements or Concealing Material Facts during Investigation by Authorities. Knowingly furnishing false statements or concealing material facts during investigations, especially in testimony pertaining to events, incidents, practices, or exceptions considered anomalous or detrimental to the Cooperative's operations, is strictly prohibited.
- b. Engaging in acts of stealing, theft or any similar or analogous conduct, whether of physical or intellectual property, is expressly prohibited.
- c. Falsification of documents, forgery, and other similar acts with the intention to defraud. Deliberate acts such as the destruction or submission of fraudulent documents, misrepresentation, falsification, or tampering with any records, with the intent to defraud the Cooperative or its members, are strictly prohibited.
- d. Utilizing proxies or dummies to secure unwarranted advantages or benefits is considered a serious breach of honesty and integrity.
- e. Forging signatures of clients, cooperative officials, members, or employees on any cooperative document is expressly prohibited.
- f. Engaging in any form of malversation of Cooperative funds. Malversation includes, but not limited to, intentional and dishonest acts such as embezzlement,





misappropriation, or fraudulent use of financial resources for personal gain or unauthorized purposes.

- g. Participating in any other forms of dishonesty, fraud, or deceit against the Cooperative or its clients, officers, members, or employees constitutes a serious violation of this provision.

2.9. Dealings of Directors, Officers or Committee Members

As per RA 9520 Article 47, a contract entered by the Cooperative with one (1) or more of its Directors, Officers and Committee Members is voidable, at the option of the Cooperative, unless all the following conditions are present:

- a. That the presence of such Director in the Board meeting wherein contract was approved was not necessary to constitute a quorum for such a meeting.
- b. That the vote of such Director was not necessary for the approval of the contract.
- c. That the contract is fair and reasonable under the circumstances.
- d. That in the case of another Key Officer or Committee Member, the contract with the other Key Officer or Committee Member has been previously authorized by the General Assembly or by the Board of Directors. Where any of the first two conditions set forth in the preceding paragraph is absent, in the case of a contract with a Director, such contract will be ratified by a three-fourth ($\frac{3}{4}$) vote of all the members with voting rights, present and constituting a quorum in a meeting called for the purpose; provided, that full disclosure of the adverse interest of the directors involved is made at such meeting, and that the contract is fair and reasonable under the circumstances.

2.10. Disloyalty of a Board of Director

As per RA 9520 Article 48, a Board of Director, who by virtue of their office, acquires for themselves an opportunity which should belong to the Cooperative shall be liable for damages and must account for double the profits that otherwise would have accrued to the Cooperative by refunding the same unless their act has been ratified by a three-fourth ($\frac{3}{4}$)





vote of all the members with voting rights, present and constituting a quorum. This provision must be applicable, notwithstanding the fact that the Board of Director used their own funds in the venture.

2.11. Illegal use of Confidential Information

As per RA 9520 Article 49, a Board of Director, Committee Member or other Key Officer, or an associate of a Board of Director, Committee Member, or other Key Officer, who, for their benefit or advantage or that of an associate, makes use of confidential information that, if generally known, might reasonably be expected to adversely affect the operation and viability of the Cooperative, shall be held:

- a. Liable to compensate the Cooperative for the direct losses suffered by the Cooperative as a result of the illegal use of information.
- b. Accountable to the Cooperative for any direct benefit or advantage received or yet to be received by their or his associate, because of their transaction.

The Cooperative's Board of Directors, Committee Members, other Key Officers, and other appropriate persons must take necessary steps to enforce the liabilities described in subsection letter "a" of this provision.

2.12 Abuse of Power and Authority

The Board of Directors, Committee Members, and other Key Officers of OMSMPC, and those with the authority to direct its management, have a fiduciary duty to the cooperative, its members, and other stakeholders. These relationships result in, among other things, the responsibility to defend the cooperative's interests. Any such individual who uses their position to pursue a business/personal opportunity for their own or another person's personal gain or benefit when the opportunity is within the organization using the powers of the Cooperative and when the opportunity is of present or potential practical advantage to the Cooperative. If such a person takes such an opportunity, the Cooperative may claim the benefit of the transaction or business and such person exposes one's self to liability under this Code.





The Board of Directors, Committee Members, other Key Officers, and Management Team must not engage in financial transactions using their position in the Cooperative, including but not limited to borrowing money, with the cooperative's suppliers and other stakeholders that may be perceived as improper that connotes personal favor, or misrepresentation of the Cooperative.

2.13 Dual/ Multiple Cooperative Engagement

OMSMPC is promoting cooperativism among other cooperatives, as respect and transparency, the concerned individual needs the written consent of the Board of Directors before taking on the role of General Manager, Board of Director, or Elective Committee Officer in another cooperative (federation, union, or primary cooperative).

Any officer serving in this dual role is required to report to the Board of Directors on any issue pertaining to this dual responsibility and, where appropriate, to refrain from participating in any discussions or votes resulting from the circumstances. Furthermore, the interests of both cooperatives should always come first for the aforementioned officer or employee.

2.14 Kickbacks or Bribe

No Board of Director, Committee Member, other Key Officer, Management Team or a Member must offer, give, solicit, or accept any form of kickback or bribe, regardless of the purpose or the parties involved.

The Board of Director, Committee Member, other Key Officer, Management Team or a Member must not use their position or role within the cooperative to gain personal benefits or advantages through illicit means.

Improper payments to any party for the referral of business are strictly prohibited. Percentage payments to a Board of Director, Committee Member, other Key Officer, Management Team or a Member on business deals with OMSMPC suppliers, service providers and contractors; and any form of kickbacks or bribes in exchange for personal gains and other business engagements are strictly prohibited.





2.15 Dealings with Cooperative Loans

The Cooperative policy is to faithfully honor an agreement or commitment made to an applicant. Thus, the following guidelines must be observed:

- a. Board of Directors, Committee Members, other Key Officers, Management Team and Members do not have preferential treatment in the processing of loans, special interest rates or any other acts prejudicial to the general membership;
- b. Board of Directors, Committee Members, other key officers, Management Team and Members are subject to the provisions of the OMSMPC Lending Policy.
- c. Board of Directors, Committee Members, other Key Officers, Management Team and Members are prohibited to process loan applications that they have the authority to approve, commit or bind the Cooperative in any manner unless specific lending authority has been conferred by the Board of Directors.
- d. No Board of Director, Committee Member, other Key Officer, Management Team or a Member shall avail of any loan if documentary requirements are not duly complied with prior to loan release;
- e. During the loan evaluation, officers and members must use integrity in evaluating the completeness and accuracy of the loan files and determine objectively on the loan amount and other terms.
- f. No Board of Director, Committee Member, other Key Officer, Management Team or a Member shall bring pressure on loan appraisers to reach values necessary to qualify the property/borrower;
- g. No Board of Director, Committee Member, other Key Officer, Management Team or a Member shall quote unavailable interest rates or unavailable loan terms to prospective loan applicants; and
- h. Board of Directors, Committee Members, other Key Officers, Management Team and Members must make full disclosure of any personal interest they may have in a loan, project, or property that is the subject of a loan application.





2.16. Specific Policies

To ensure that the OMSMPC Board of Directors, Committee Members, other Key Officers, and Management Team contributes to the realization of the Cooperative's commitment to the highest standards of integrity, competence and effectiveness, applicable Laws of the Philippines are adapted such as, but not limited to:

- a. Policy Against Sexual Harassment
- b. Policy on Magna Carta of Women
- c. Policy on AIDS Prevention and Control
- d. Policy Against Drug Abuse
- e. Policy on Leave for Victims of Violence Against Women and Their Children
- f. Policy on Parental Leave for Solo Parents
- g. Policy on Conflict of Interest and Unethical Practices
- h. Policy on Cybercrime Offenses
- i. Policy on Data Privacy

Details of the said Policies may be referred to in the actual Laws.

2.16.1 GAD-Related Issues

For issues filed at the Ethics Committee related to Gender and Development (GAD), including Sexual Harassment, Violence Against Women and Their Children, and other matters covered under the Magna Carta of Women, the Ethics Committee will collaborate closely with the Gender and Development Committee to ensure adherence to rule procedures and legal requirements.

The Ethics Committee will oversee the investigation and resolution of such cases, ensuring that all actions align with the applicable policies and legal frameworks. The Ethics Committee will also work with designated GAD Officers to provide support and resources to affected individuals, ensuring that their rights are protected and that they receive appropriate assistance.





V. RECOGNIZING VIOLATIONS OF THE CODES

A. RAISING THE ISSUE

- a. Any concerns about an interpretation, application or suspected violation of the Code must be brought to the attention of the Cooperative's Board of Directors through the Ethics Committee.
- b. Potential conflicts of interest shall be identified and declared in writing to the Ethics Committee by the person in potential conflict or reported by others as soon as they become aware of such potential conflict of interest. Reporting a potential conflict of interest does not inherently establish a case; instead, it initiates a comprehensive review to ascertain and clarify any potential conflicts within specific circumstances.
- c. No individual shall face discrimination or retaliation for reporting concerns regarding violations of the Code of Conduct and Ethical Standards. The Ethics Committee assures that it will not take adverse actions against the complainant unless it is determined that the case was filed in bad faith, with malicious intent or with the deliberate intention to harm reputation. The Ethics Committee retains the discretion to dismiss cases and will thoroughly evaluate evidence and data to ascertain whether the filing was made with ill intentions or in bad faith.
- d. A person reports an instance of wrongdoing in good faith to the Ethics Committee, who act as whistleblowers are protected from being fired, threatened, or subjected to any other form of discrimination or retaliation in relation to their pay, benefits, location, or privileges of employment.

"Good faith report" refers to a report of misconduct that is made without malice or concern for personal gain, and that the individual filing the complaint has reasonable grounds to believe to be factual.

"Wrongdoing" shall mean a violation which is not of a merely technical or minimal nature of a regulation or of this Code designed to protect the interests of the general membership and OMSMPC. All good faith reports and resulting investigations will be kept confidential.





- e. An initial assessment of a potential conflict of interest will be conducted by the Ethics Committee, with subsequent recommendations forwarded to the Board of Directors. Final evaluation of a potential conflict of interest and respective actions to manage the conflict must be made by the Cooperative's Board of Directors unless they are involved, who must be deemed responsible for undertaking measures to manage potential conflict of interest. If the majority of the Board of Directors are involved, the Ethics Committee will submit their recommendation to the Audit Committee.
- f. Any conflicts within the Cooperative shall be resolved in accordance with this Code of Conduct and Ethical Standards, Code of Good Governance, the Cooperative's By-Laws, policies, and procedures.

B. PROCEDURE FOR FILING A COMPLAINT

1. Parties to a Complaint

The party who files a complaint shall be called the Complainant and the party being charged shall be called the Respondent. The proceedings of the case shall be a summary in nature.

1.1. Who may file a complaint?

1.1.1 A Member, Board of Director, Committee Member, other Key Officer or from the Management Team provided that they are a member of the Cooperative who has a cause of action against any Member, Board of Director, Committee Member, other Key Officer, or from the Management Team, may file a complaint in writing or through filling-out the online complaint form to the Ethics Committee, stating the following:

- a. Personal circumstances such as name, address, position in the Cooperative and status of membership of the complainant and the respondent/s if known and other relevant information.
- b. Brief statement of facts and circumstances which caused commission or omission of the act complained of.





- c. The act complained of is in violation of a specific provision of the Code.
- d. Prayer which shall state the relief sought and such other relief as may be deemed just and equitable.

1.1.2 The Ethics Committee may, Motu Proprio, or on its own impulse may initiate a complaint against any Board of Director, Committee Member, other Key Officer, Management Team, or Member of the Cooperative for a perceived violation of the Code, stating the above requirements.

1.1.3 Whistleblower who wishes to report violations against the Code of Conduct and Ethical Standards or other matters concerning the Online Micro Sellers Multipurpose Cooperative (OMSPMC) should submit their complaint through the Ethics Committee Complaint Form, ensuring that all concerns are addressed in accordance with the Cooperative's established procedures and protection policies under the Paragraph 1.2 of Subsection 1 in Section B of Article V or called the Whistleblower Protection.

1.1.4. The Ethics Committee is responsible for gathering facts, and is required to present its findings to the Board of Directors.

1.2. Whistleblower Protection

Obligation to Report Wrongdoing. It shall be the duty of every member to report to the Ethics Committee with reasonable dispatch, any information in their possession about any offense which has been, is being, or is about to be committed.

The protection of the reporting party's identity will be maintained to the extent possible, within the legitimate needs of the law and fact-finding process.

a. **Wrongdoing Defined:**

- Violation of any law, rule or regulation of the Cooperative;
- Gross mismanagement;
- Gross waste of funds;
- Abuse of authority; and,
- Substantial and specific danger to public health or safety.





- b. **Purpose of the Whistleblower Protection.** This is designed to encourage and protect Members, Board of Directors, Committee Officers, other Key Officers and the Management Team who report any misconduct, illegal activities, or unethical behavior. The cooperative is committed to maintaining an environment where concerns can be raised without fear of retaliation.
- c. **Scope.** This applies to all Members, Board of Directors, Committee Officers, other Key Officers and the Management Team who may report suspected violations of laws, regulations, cooperative policies, or unethical conduct.
- d. **Whistleblower Rights.** Any person who, in good faith, reports misconduct will be protected from retaliation, harassment, or any form of discrimination. The cooperative will ensure the whistleblower's identity is kept confidential to the fullest extent possible.
- e. **Reporting Procedure.** Concerns should be reported to the Ethics Committee thru the Ethics Committee Complaint Form. All reports will be investigated promptly and impartially.
- f. **False Reports.** Reports must be made in good faith. Any false or malicious reports will be subject to disciplinary action.

2. Complaint Dismissal

2.1 Baseless complaint. The Committee, through a preliminary investigation must evaluate and determine the merit of the complaint filed by any Member, Board of Director, Committee Officer, other Key Officer or, from the Management Team who is also a member of the Cooperative within fifteen (15) working days from receipt of the complaint.

If the received complaint does not follow the above provision or the complaint is found to be baseless or without merit, it will outrightly be dismissed and the complainant will be informed in writing, expressly stating the legal and factual basis of the decision.

2.2 Management of Cases Involving Withdrawing Members. This outlines the process for the provisional dismissal of cases within the cooperative where a member withdraws





their membership while an ongoing case is pending. It allows for the case to be temporarily closed with the possibility of reinstatement if the member's status or circumstances change.

Also, this applies specifically to cases where a member involved in a dispute, complaint, or other formal proceeding withdraws their membership before the case is resolved.

- a. **Eligibility for Provisional Dismissal.** A case involving a withdrawing member may be eligible for provisional dismissal if:
 - The member has formally withdrawn their membership while the case is still ongoing.
 - The case cannot be fully resolved without the involvement or input of the withdrawing member.
- b. **Request for Provisional Dismissal.** The Ethics Committee may initiate provisional dismissal of the case upon notification of the member's withdrawal.
- c. **Approval of Provisional Dismissal.** The recommendation for provisional dismissal must be reviewed and approved by the Board of Directors.
- d. **Duration.** Once approved, the case will be considered provisionally dismissed and temporarily closed for a period of up to two (2) years from the date of the decision or board resolution acceptance of the Ethics Committee's recommendation. The decision will be communicated in writing to all parties within three (3) working days.
- e. **Reinstatement.** The case may be reinstated if the withdrawing member rejoins the cooperative within the provisional dismissal period of two (2) years.
- f. **Permanent Dismissal.** If the withdrawing member does not rejoin the cooperative or if the case is not reinstated within the provisional dismissal period, the case will be considered permanently dismissed. The provisional dismissed case will be part of the member's record and will be shown in the clearance certificate if requested for copy.





- g. **Notice of Provisional Dismissal.** Written notice of provisional dismissal will be provided to all parties involved, including the reasons for dismissal and the conditions under which the case may be reinstated.
- h. **Record Keeping.** Documentation of all decisions related to provisional dismissal, including requests, approvals, and notices, will be maintained in the cooperative's records. The case will be considered temporarily closed during the provisional dismissal period and will only be reported once to the General Assembly.
- i. **Access to Record.** Parties involved have the right to access records related to their case upon request and upon approval of the Board of Directors and Ethics Committee.

2.3 The Ethics Committee may, Motu Proprio, or on its own impulse dismiss a regular complaint/case filed against any Board of Director, Committee Member, other Key Officer, Management Team or Member of the Cooperative when any of the five (5) grounds referred to therein is present:

- a. Lack of jurisdiction over the subject matter.
- b. **Litis pendentia** - refers to a situation where two actions are pending between the same parties for the same cause of action, rendering one of them becomes unnecessary and vexatious.
- c. **Res judicata** - means that a case that has already been decided or a matter settled by a decision or judgment by a competent court or legal authority.
 - i. A case may be subject to dismissal based on res judicata if:
 - A final judgment has been issued by a competent court or legal authority on the same matter involving the same parties.
 - The issues raised in the current case have been previously examined and resolved in a prior legal proceeding.





- ii. To request a dismissal based on res judicata, the party seeking dismissal must provide the Ethics Committee with a certified copy of relevant court judgments or legal documents demonstrating the final resolution of the matter in a previous proceeding. The Ethics Committee shall review the provided documentation to ascertain the applicability of res judicata. The Committee may seek legal advice, if necessary, to ensure an accurate interpretation and application of the doctrine.
- d. **Prescription of Action** - refers to the timeframe within which an action must be brought after the right of action has accrued. Ethical cases must be filed within one (1) year from the occurrence of the alleged violation.
 - i. In exceptional circumstances where there are justifiable reasons for a delayed filing, the Ethics Committee may consider extending the prescription period. Justifiable reasons may include, but are not limited to, cases involving intimidation, fear of retaliation, or circumstances preventing the timely reporting of the ethical violation such as scenarios where the complainant became aware or reasonably should have become aware of the alleged violation after the designated time frame. Any request for an extension of the prescription period must be submitted in writing to the Ethics Committee. The request should outline the reasons for the delay and provide supporting documentation.
 - ii. The Ethics Committee will evaluate requests for prescription extensions on a case-by-case basis. The decision to grant an extension will be based on the merit and validity of the reasons presented. Cases filed beyond the prescribed time frame, without a granted extension, will be subject to dismissal due to prescription of action. Dismissed cases will be communicated in writing to the complainant, citing the expiration of the prescription period as the basis for dismissal.
- e. If an ethics complaint is suspected to be filed in bad faith, the Ethics Committee will conduct a thorough investigation to verify such motives. If it is found that the complaint was filed in bad faith; the complaint will be dismissed. Bad faith filing may include, but not limited to, the following reasons:





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- **Personal Vendetta** - Filing a complaint with the intent to harm the reputation or settle personal scores with the accused party.
- **Competitive Rivalry** - Using the complaint as a strategic tool to gain a competitive advantage or undermine the business interests of the accused party.
- **Malicious Intent** - Filing the complaint with the deliberate intent to cause harm, disruption, or distress to the accused party.
- **Misuse of Ethical Process** - Exploiting the ethical complaint process for purposes other than genuine ethical concerns, such as to create unwarranted disruption or divert attention.
- **Personal Gain** - Filing a complaint with the aim of achieving personal benefits, favors, or advantages through the manipulation of the ethical process.
- **Vengeance** - Seeking revenge or retribution against the accused party through the filing of an ethics complaint.
- **Sabotage** - Using the complaint to intentionally undermine the operations, relationships, or reputation of the accused party.
- **Misinterpretation or Misrepresentation** - Filing a complaint based on misinterpretation or deliberate misrepresentation of facts with the intention to deceive the Ethics Committee.
- **Unfounded Accusations** - Making accusations without sufficient evidence or with the knowledge that the allegations lack merit
- **Conflict of Interest** - Filing a complaint with the intent to exploit personal or professional relationships for personal gain or to advance a particular agenda.

3. Valid cause of action. If the complaint states a valid cause of action, the Committee must forthwith inform in writing the respondent/s providing them a summary of the complaint and directing them to submit their answer within ten (10) calendar days from the receipt thereof. This communication, hereinafter referred to as the “Notice to Explain” (NTE). The Committee Chairperson may, upon written request by the respondent, extend the period within which to file their answer provided that it shall not exceed another five (5) calendar days.

Failure to submit an answer within the stipulated time frame, or any granted extension, may lead to further actions as deemed appropriate by the Ethics Committee.

4. Answer. In responding to the complaint, the respondent must clearly state whether they admit, deny, or partially deny each allegation. When denying only a part of an assertion, the respondent should specify the truthful portion and deny the rest. The respondent may also



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indicate a lack of sufficient knowledge regarding a specific matter, treating it as a denial. Failure to specifically deny any allegation in the complaint will be considered an admission of the said averment. Additionally, the respondent has the option to provide any supplementary explanations as deemed necessary.

5. Administrative Hearing. Within seven (7) calendar days from the receipt of the answer, the Committee must set an administrative hearing whereby both parties must be invited. In instances where the complainant wishes to remain anonymous, the Committee will consider the need for confidentiality while ensuring a fair and impartial investigation. The administrative hearing, or clarificatory hearing, may be conducted with the inclusion of witnesses or relevant persons/resource persons as deemed necessary by the Ethics Committee. After the administrative hearing, the Committee may, if it deems necessary, ask the parties to submit their respective position paper. Following the hearings and the gathering of all relevant evidence and data, the case shall be considered as submitted for resolution.

6. Resolution of the Ethics Committee. Within fifteen (15) working days, the Ethics Committee shall submit to the Board of Directors its findings and recommendations as prescribed in the By-Laws; provided that it does not involve the majority of the Board, if it involves the majority of the Board of Directors then the Ethics Committee will submit its findings to Audit Committee.

7. Decision of the Board. Within thirty (30) calendar days from the receipt of the Ethics Recommendation of the case, the Board of Directors, constituting a quorum, must review, amend and decide the case, specifically stating the reasons and basis of its decision. The parties will be summoned to appear before the Board of Directors to clarify certain matters, or to submit additional evidence, if deemed necessary. If the majority of the Board is involved or the remaining Board of Directors fail to act on the said report and recommendation within a period of thirty (30) calendar days from the receipt thereof, the Ethics Committee will submit the recommendation to the Audit Committee and will also exercise the same provisions above.

8. Appeal to the General Assembly. The decision of the Board of Directors may be appealed to the General Assembly whose decision shall be final, except those reserved to the adjudicatory powers of the Cooperative Development Authority as provided under the Cooperative Code of the Philippines and other existing rules and laws.





The appellant must formally submit in writing their intention to appeal to the Board of Directors and Ethics Committee. The written appeal should include the appellant's prayer for appeal, outlining the specific grounds and argument for reconsideration. Upon receiving the written appeal, the Board of Directors has the authority to call in the appellant for a discussion to provide additional clarification regarding the grounds of the appeal. The Board of Directors may also call upon the expertise of the Ethics Committee to participate or facilitate in the review process.

If, during the course of this discussion, both parties—the Board of Directors and the appellant—reach a mutual understanding and resolution, then they may enter into a written agreement confirming the settlement. This written agreement will explicitly state that the appellant has decided to withdraw their intention to appeal to the General Assembly. The withdrawal of the appeal signifies the resolution of the matter and acknowledges the terms agreed upon by both parties. The Board of Directors and Ethics Committee will maintain a record of the settlement agreement for reference and documentation purposes.

If, during the course of this discussion, both parties—the Board of Directors and the appellant—do not reach a mutual understanding and resolution, the Board of Directors may include this matter as an agenda item for consideration during the General Assembly, Special General Assembly, or referendum. In such instances, the appeal will be presented to the General Assembly whose decision is final.

C. DISPUTES INVOLVING MEMBERS OF THE ETHICS COMMITTEE AND BOARD OF DIRECTORS

1. If involve parties are members of the Board of Directors:
 - a. If one or both parties involved in a case are members of the Board of Directors, the Chairperson of the Ethics Committee must communicate in writing such fact to the Chairperson of the Board of Directors who must forthwith call a Special Board meeting to form a five-man Special Committee called Committee on Decorum and Investigation (CODI).
 - b. If the Chairperson of the Board of Directors is involved in a case, the chairperson of the Ethics Committee must communicate in writing such facts to the next in line





who must forthwith call a Special Board meeting to form a five-man Special Committee called Committee on Decorum and Investigation (CODI).

CODI shall consist primarily of the heads of the Cooperative's standing Committees. However, if necessary, other officers or staff may be selected based on the recommendations of the Ethics Committee and approval by the Board of Directors. The Ethics Committee, possessing discretionary authority, may nominate or recommend the composition of CODI to the Board of Directors for approval, contingent upon a valid cause or consideration.

2. If the involved parties are members of Ethics Committee:
 - a. If one or both parties involved in a case are members of the Ethics Committee, committee next in line with the Chairperson must communicate in writing such a fact to the Chairperson of the Board of Directors who must forthwith call a Special Board meeting to form a five-man Special Committee called Committee on Decorum and Investigation (CODI).
 - b. If both or all members of the Ethics Committee are involved in a case, the complainant must communicate in writing such a fact to the Chairperson of the Board of Directors who must forthwith call a Special Board meeting to form a five-man Special Committee called Committee on Decorum and Investigation (CODI). CODI shall consist primarily of the heads of the Cooperative's standing Committees. However, if necessary, other officers or staff may be selected by the Board of Directors, contingent upon a valid cause or consideration.
3. The Special Committee or CODI shall convene immediately and after electing from among themselves the Chairperson, Vice Chairperson and Secretary, proceed to resolve the case in accordance with the procedures prescribed in the preceding section. The Committee shall automatically cease to exist upon the final resolution of the controversy.

All final recommendations made by the Special Committee or CODI, including findings and recommendations must be formally forwarded to the Board of Directors for review and approval. Upon submission of these recommendations to the Board of Directors, the Ethics Committee must also receive a copy. This is to ensure that proper documentation is





maintained and that any necessary follow-up actions are implemented, thereby upholding transparency and adherence to the Cooperative's ethical standards.

The rules of procedures in resolving a dispute prescribed by the CDA shall have suppletory application.

D. DISPUTES INVOLVING MAJORITY OR ALL OF THE BOARD

1. The Chairperson of the Ethics Committee must endorse the case and their recommendation to the Audit Committee who must review, approve or amend the report and recommendation and shall resolve the case following the provisions prescribed in the Cooperative By-Laws.
2. If the majority of the Board of Directors is involved, the Chairperson of the Ethics Committee must communicate in writing such a fact to the Chairperson of the Audit Committee who must forthwith call a special meeting to form a five-man Special Committee called Committee on Decorum and Investigation (CODI)

CODI shall consist primarily of the heads of the Cooperative's standing Committees. However, if necessary, other officers or staff may be selected based on the recommendations of the Ethics Committee and approval by the Audit Committee. The Ethics Committee, possessing discretionary authority, may nominate or recommend the composition of CODI to the Audit committee for approval, contingent upon a valid cause or consideration.

The Special Committee or CODI shall convene immediately and after electing from among themselves the Chairperson, Vice Chairperson and Secretary, proceed to resolve the case in accordance with the procedures prescribed in the preceding section. The Committee shall automatically cease to exist upon the final resolution of the controversy.

Above all, the rules of procedures in resolving a dispute prescribed by the CDA shall have supplementary application.

3. The implementation of the sanction to the majority of the Board of Directors





4. Must be monitored by both the Ethics Committee and the Audit Committee until such event that the erring Board is already compliant.

E. PREVENTIVE SUSPENSION

The decision to impose preventive suspension shall be made by the Board of Directors upon the recommendation of the Ethics Committee. Preventive suspension may be imposed but not limited to the following ongoing cases:

1. Malversation of Cooperative funds
2. Falsification of documents, forgery, and other similar acts
3. Giving or accepting bribes, gifts, kickbacks and the like in exchange of position
4. Commission of a crime or offense against a member-owner, fellow officers or employees
5. Physical assault or inflicting physical injury on any member-owner, officer, employee or having in fact inflicted physical injury while within or outside Cooperative property or premises or job sites where such outside incident has relation to work
6. Sexual Harassment offense
7. Acts of stealing, theft or any similar or analogous conduct, whether of physical or intellectual property

The officer under preventive suspension shall be informed of the reasons for the suspension and shall be given an opportunity to respond to the allegations. The preventive suspension shall not exceed thirty (30) days, unless extended by the Board of Directors for justifiable reasons.

F. SPECIAL RULE ON GAD-RELATED CASES

When a GAD-related issue is reported, Sexual Harassment, Violence Against Women and Their Children, and other matters covered under the Magna Carta of Women, the Ethics Committee will take the lead in addressing the matter by following established procedures in collaboration with a GAD Officer. This includes conducting thorough investigations, ensuring due process, and implementing corrective actions as necessary. The Committees will ensure





that all findings and recommendations are properly documented and communicated to both the Board of Directors and the affected parties. This collaborative approach ensures that the Cooperative maintains compliance with legal standards and supports a safe, equitable working environment for all officers, management staff, and members.

The procedure for handling GAD-related cases will be as follow:

- a. **Committee on Decorum and Investigation (CODI).** In handling GAD-related matters, such as sexual harassment—regardless of gender—the Ethics Committee will form and suggest the creation of a Special Committee or Committee on Decorum and Investigation (CODI). There must be a minimum of fifty percent ($\frac{1}{2}$) female members. If not, a female delegate from the cooperative will be invited instead. Three women and two men will make up the group, which also includes officers from the Human Resources Department, the Ethics Committee, and the Gender and Development Committee. A female member will serve as chairperson of the Committee on Decorum.

The Special Committee or Committee on Decorum and Investigation (CODI) members shall be chosen from different committees who are not related to the perpetrator within the 4th degree of consanguinity or affinity and have not been involved or charged with sexual harassment.

A committee member may inhibit themselves voluntarily or upon request of either party.

The concurrence of the majority of the committee members shall constitute the decision.

The formation of this committee, along with its composition, will be subject to approval by the Board of Directors, which will also provide suggestions as needed. This diverse and well-structured committee will oversee the fair and confidential handling of harassment cases, promoting a respectful and safe environment within our cooperative.





- b. **Notice to Explain and Administrative Hearing.** Immediately after receipt of the complaint, the CODI will proceed to resolve the case in accordance with the procedures prescribed in the preceding section. The Committee shall determine whether or not there is a necessity to conduct an administrative hearing. During the hearing, the respondent may be assisted by his lawyer or representative, if he so desires. However, the participation or presence of such lawyer or representative shall not be allowed to unduly delay or in any way detract from the summary nature of the proceedings.
- c. **Decision.** Within ten (10) calendar days from receipt of the written explanation or from termination of the clarificatory hearing, as the case may be, the CODI shall without delay, render a decision imposing the appropriate penalty or exonerating the respondent, if the evidence does not establish any infraction. In either case, the justification for the decision must be stated.
- d. **Effect if Sexual Harassment is Not Established.** The mere fact that cases (e.g. sexual harassment and other related cases to this special rule) was not established does not absolve the respondent from liability for serious misconduct as may be warranted by evidence. Hence, the appropriate penalty under this Code shall be imposed.

Additionally, members have the option to file a complaint with a government agency or in court.

VI. CODE OF CONDUCT AND ETHICAL STANDARDS VIOLATION AND SANCTION GUIDELINES

Violation of any provision by those covered under this Code shall be subjected to a disciplinary action, after due notice and hearing. The severity of the offense will determine the appropriate penalty, ranging from a written or verbal reprimand to suspension or expulsion/termination. Further details are indicated on the Annex A Table of Sanction.





In the absence of any proven violation of the Code of Conduct and Ethical Standards and the Code of Good Governance, no sanction/s shall be imposed. The Ethics Committee may, however, issue verbal or written reminders as a proactive measure to reinforce adherence to ethical standards. The reminders are not punitive but are initiatives aimed at ensuring the ongoing upholding of ethical standards.

The attached Table of Sanction for Ethical Violations under Annex A serves as a guide for disciplinary actions within the Cooperative. It outlines the progression of sanctions for various types of ethical breaches. While the Table of Sanctions provides a framework,

The Ethics Committee retains the authority to assess, evaluate, and adjust the specified sanctions based on the gravity, impact, and unique circumstances of each violation. This discretionary power allows the Committee to tailor sanctions to the unique aspects of each case, ensuring a balanced and equitable response to ethical violations.

Sanctions imposed on employees for violations of the Code of Conduct and Ethical Standards shall be aligned with the principles outlined in the HR Employee Code of Conduct. This ensures consistency and compliance with the standards set by the Department of Labor and Employment (DOLE) labor code. The Cooperative, in conjunction with its HR policies, shall apply appropriate and proportionate sanctions following due process, as specified in the HR Employee Code of Conduct, thereby safeguarding the rights and obligations of both the employees and the Cooperative.

VII. AMENDMENTS

Amendments to this Code of Conduct and Ethical Standards may be adopted by the vote of the majority of the Board of Directors and subsequent presentation for ratification of the majority of all members present and entitled to vote during the Annual General Assembly, Special General Assembly or through referendum.





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VIII. EFFECTIVITY

This Code shall take effect upon the approval of the Board of Directors and ratification of the majority of all Members present and entitled to vote in the Annual General Assembly, Special General Assembly or through referendum.



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