



**GIACC**  
Global Infrastructure Anti-Corruption Centre



**TRANSPARENCY  
INTERNATIONAL  
(UK)**

**- PACS -**

**Project Anti-Corruption System**

**(Construction Projects)**

**Template 4**

**Disclosure Form**

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# - PACS -

## TEMPLATE 4

### DISCLOSURE FORM

**[Note: This Disclosure Form has been designed for large projects. A simplified version may be used for smaller projects]**

*(Note to Project Owner: Complete the information indicated in italics and then delete all italic instructions from this Disclosure Form and from the attached Schedules.)*

<b><u>PROJECT</u></b>	..... <i>(Insert name of Project)</i>
<b><u>Contract</u></b>	..... <i>(Insert name of contract and state whether it is a Major Contract or Major Sub-contract)</i>
<b><u>Disclosing Party</u></b>	..... <i>(Insert name of party who is completing this Disclosure Form.)</i>
<b><u>Capacity of Disclosing Party</u></b>	..... <i>(State capacity of the Disclosing Party, namely, whether it is the Project Owner, an Applicant for a Major Contract, a Major Contractor, a Major Sub-contractor, or a Joint Venture Member of any of those parties.)</i>

#### General Notes

- A. This Disclosure Form enables the Project Owner to obtain information regarding its potential contractors and their joint venture partners, sub-contractors and agents. It also enables potential contractors to obtain information regarding the Project Owner.
- B. "Disclosing Party" means the party which is required to complete this Form.
- C. All information requested in this Disclosure Form is for the purposes of assessing the risk of Corruption due to the participation of a particular party in the project.
- D. The questions in this Form will not necessarily identify all corrupt circumstances. Further questions should be added if warranted by the particular circumstances of the project.
- E. The "Answer" boxes in this Form are for information to be provided by the Disclosing Party. This Disclosure Form can be downloaded in amendable format from the Project Website. Consequently, answers can be word-processed into the Form, and the "Answer" boxes can be expanded as necessary to fit the answer.
- F. A completed Disclosure Form means one in which all applicable "Answer" boxes in the Form and Schedules have been completed and which attaches all additional Disclosure Forms required under questions 2 and 3.
- G. The "Assessment" boxes are to be completed by the party who receives the completed Disclosure Form and assesses the information provided in the Form. This assessment should be carried out using the Disclosure Assessment Guide (PACS Template 5).
- H. The following Schedules are attached to this Disclosure Form:
  - Schedule A* Information in relation to Joint Venture Members
  - Schedule B* Information in relation to Major Sub-contractors
  - Schedule C* Information in relation to Agents
  - Schedule D* Definitions
- I. The definitions in Schedule D apply to this Disclosure Form and to all Schedules to this Form.

1. **THE DISCLOSING PARTY**

Please provide the following details of the Disclosing Party:

<b>1.1 Name of the Disclosing Party.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.2 Principal address of the Disclosing Party.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.3 Date and place of incorporation or registration of the Disclosing Party.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.4 Name, country of residence and percentage shareholding of each Principal Shareholder of the Disclosing Party.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.5 Name, country of residence and title of each Senior Officer of the Disclosing Party.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.6 Annual turnover, profits and net assets of the Disclosing Party for the last 3 accounting years. Please also supply a copy of the audited annual accounts for the last 3 accounting years.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.7 Number of officers and employees of the Disclosing Party.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.8 Please state whether the Disclosing Party operates a bonus or incentive scheme for any of its Senior Officers, Senior Managers or other employees which is related to the business or profits generated by any of those persons? If it does, please provide details of how this scheme will operate in relation to the Project.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.9 Please state whether the Disclosing Party, or any of its Principal Shareholders, Senior Officers, Senior Managers or other employees, has any conflict of interest in relation to the Project? If it does, please provide details of this conflict.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.10 Has the Disclosing Party or any of its Principal Shareholders or Related Companies, or any of the Senior Officers or Senior Managers of any of those parties, within the last 5 years been prosecuted or convicted in any jurisdiction for Corruption? If so, please provide:</b>	
<ul style="list-style-type: none"> <li>(1) The name(s) of the alleged or actual offenders and the nature of the alleged or actual offence(s).</li> <li>(2) Details of the preventive measures taken by the Disclosing Party to avoid committing a similar offence in relation to the Project.</li> </ul>	
<u>Answer</u>	
<u>Assessment</u>	

<i>(Note: This question does not apply where the Disclosing Party is the Project Owner.)</i>	
<b>1.11 Is the Disclosing Party or any of its Principal Shareholders or Related Companies currently barred from tendering or have any of those parties, within the last 5 years, been barred from tendering, as a result of involvement in Corruption. If so, please provide:</b>	
<ul style="list-style-type: none"> <li>(1) The name of the barred party(ies).</li> <li>(2) The name of the barring party(ies).</li> <li>(3) The reason(s) for the debarment.</li> <li>(4) Details of the preventive measures taken by the Disclosing Party to avoid involvement in similar Corruption in relation to the Project.</li> </ul>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.12 Please state whether the Disclosing Party has a corporate policy for countering Corruption. If so, please provide a copy.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>1.13 Please provide any further information which may be relevant to ascertaining the risk of Corruption in relation to the Project.</b>	
<u>Answer</u>	
<u>Assessment</u>	

**2. JOINT VENTURE**

<p><b>2. If the Disclosing Party is a joint venture, then the joint venture company (where the Disclosing Party is an incorporated joint venture), or the joint venture leader (where the Disclosing Party is an unincorporated joint venture), should do as follows:</b></p> <p>(1) List in the “Answer” box below the names of all Joint Venture Members.</p> <p>(2) Complete a separate Schedule A in respect of each Joint Venture Member.</p> <p>(3) Require each Joint Venture Member to complete a separate Disclosure Form. In completing the Disclosure Form, the term “Disclosing Party” should be taken to refer to the particular Joint Venture Member.</p> <p>(4) The Disclosure Form completed by the Joint Venture Member must be returned to the Disclosing Party and attached to the corresponding Schedule A.</p>	
<u>Answer</u>	
<u>Assessment</u>	(The detailed assessment of Joint Venture Members will be set out in the relevant Schedules and the Disclosure Forms completed by the Joint Venture Members.)

**3. MAJOR SUB-CONTRACTORS**

*(This information must be provided as and when a Major Sub-contractor is appointed by the Disclosing Party.)*

<p><i>(Note: This question does not apply where the Disclosing Party is the Project Owner.)</i></p> <p><b>3. If the Disclosing Party has appointed any Major Sub-contractors, then please do as follows:</b></p> <p>(1) List in the “Answer” box below the names of all such Major Sub-contractors.</p> <p>(2) Complete a separate Schedule B in respect of each Major Sub-contractor.</p> <p>(3) Require each Major Sub-contractor to complete a separate Disclosure Form. In completing the Disclosure Form, the term “Disclosing Party” should be taken to refer to the particular Major Sub-contractor.</p> <p>(4) The Disclosure Form completed by the Major Sub-contractor must be returned to the Disclosing Party and attached to the corresponding Schedule B.</p>	
<u>Answer</u>	
<u>Assessment</u>	(The detailed assessment of Major Sub-contractors will be set out in the relevant Schedules and the Disclosure Forms completed by the Major Sub-contractors.)

4. **AGENTS**  
*(This information must be provided as and when an Agent is appointed by the Disclosing Party.)*

<i>(Note: This question does not apply where the Disclosing Party is the Project Owner.)</i>	
<p>4. If the Disclosing Party or any of its Principal Shareholders or Related Companies has appointed an Agent, then please do as follows:</p> <p>(1) List here the names of all such Agents.</p> <p>(2) Complete a separate Schedule C in respect of each Agent.</p>	
<u>Answer</u>	
<u>Assessment</u>	(The detailed assessment of Agents will be set out in the relevant Schedules.)

5. **GOVERNMENT INVOLVEMENT IN THE PROJECT**

<i>(Note: This question does not apply if:</i>	
<ul style="list-style-type: none"> <li>- the Disclosing Party is not the Project Owner, or</li> <li>- government involvement in the Project is limited to the issuing of Permits – see question 5.2.)</li> </ul>	
<p>5.1 If the government of the country in which the Project is located is or will be involved in the Project, please provide the following details:</p> <p>(1) Details of government departments that are or will be involved in the Project and their respective roles in the Project.</p> <p>(2) The names of the Senior Officers of the relevant government departments who are or will be involved in the Project.</p> <p>(3) Have any of the Senior Officers listed in (2) above, within the last 5 years, been prosecuted or convicted in any jurisdiction for any offence relating to Corruption? If so, please provide details of the name(s) of the alleged or actual offender(s) and the nature of the alleged or actual offence(s).</p>	
<u>Answer</u>	
<u>Assessment</u>	

<i>(Note: This question applies only where the Disclosing Party is the Project Owner.)</i>	
<p>5.2 Are any Permits required, in relation to the Project, from the national or local government of the country in which the Project is located? If so, please provide the following details:</p> <p>(1) The type of such Permits.</p> <p>(2) Their purpose</p> <p>(3) Which government departments are responsible for providing them.</p> <p>(4) The amount of the fees which legitimately need to be paid to obtain each Permit.</p> <p>(5) By whom these fees need to be paid.</p> <p>(6) The steps which have been taken by the national or local government to prevent the officials responsible for issuing these Permits requiring bribes or facilitations payments.</p> <p>(7) The steps the participants in the Project should take if asked by those officials to pay bribes or facilitation payments in order to secure the timely issue of any Permits.</p>	
<u>Answer</u>	
<u>Assessment</u>	

6. **DECLARATION**

**Declaration**

**The following Declaration must be provided by the persons stated below in relation to the information provided in this Form and the attached Schedules:**

*To the best of our knowledge and belief, the contents of this Disclosure Form and the attached Schedules are correct and we have made complete disclosure of all relevant facts and circumstances. In completing this document:*

- (a) *We have made reasonable enquiries so as to satisfy ourselves that the matters being declared are correct.*
- (b) *We are not in possession of any facts or information which should have put us on notice that the matters being declared are incorrect.*
- (c) *We honestly believe that the matters being declared are true.*
- (d) *We are aware that it may be a criminal offence to provide false, incomplete or misleading information.*

*We will as soon as possible notify the recipients of this Disclosure Form in the event that we obtain information that was previously not available or in the event that we discover that any information in this Disclosure Form has changed, or is incorrect, incomplete or misleading.*

Signed: .....  
(Chief Executive Officer or equivalent)

Date: .....

on behalf of .....

Signed: .....  
(Chief Financial Officer or equivalent)

Date: .....

on behalf of .....

Assessment

**SCHEDULE A**

**INFORMATION IN RELATION TO JOINT VENTURE MEMBERS**

(See question 2 of the Disclosure Form)

**(Note to Disclosing Party:** Each Schedule A must attach a Disclosure Form completed and signed by the relevant Joint Venture Member.)

<b>A.1 Name of the Joint Venture Member.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>A.2 What is the Joint Venture Member's normal business?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>A.3 What is the intended scope of work or services of the Joint Venture Member in relation to the Project?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>A.4 Are the works or services which are to be provided by the Joint Venture Member in relation to the Project legitimate?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>A.5 By what process and for what reasons was the Joint Venture Member selected as a partner?</b>	
<u>Answer</u>	
<u>Assessment</u>	



*(Note: This question does not apply where the Disclosing Party is the Project Owner.)*

**A.6 Was the appointment of the Joint Venture Member required or recommended by any person? If so, please state:**

- (1) By whom the appointment was required or recommended.
- (2) Whether the person who required or recommended the appointment is an officer or employee of a Joint Venture Member of the Disclosing Party, the Project Owner, a Funder, a Major Contractor, a Major Sub-contractor, or any government department in the country where the Project is located? If yes, please provide the name of the relevant employer and the position which that person holds with the employer.

Answer

Assessment

**A.7 Provide details of how the Joint Venture Member is to benefit from the Project, including any fees or commissions, any payment for works or services in relation to the Project, and any share in the risks, profits and losses from the Project.**

Answer

Assessment

**A.8 Is such payment or benefit proportionate to the work or services to be provided by the Joint Venture Member? What steps have been taken by the Disclosing Party to ensure that this is the case?**

Answer

Assessment

**A.9 Provide details of the currencies of all payments to be made to the Joint Venture Member, and the country(ies) into which the payments are to be made.**

Answer

Assessment

**SCHEDULE B**

**INFORMATION IN RELATION TO MAJOR SUB-CONTRACTORS**

(See question 3 of the Disclosure Form)

**(Note to Disclosing Party:** Each Schedule B must attach a Disclosure Form completed and signed by the relevant Major Sub-contractor.)

<b>B.1 Name of the Major Sub-contractor.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>B.2 What is the Major Sub-contractor's normal business?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>B.3 What is the intended scope of work or services of the Major Sub-contractor in relation to the Project?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>B.4 Are the works or services which are to be provided by the Major Sub-contractor in relation to the Project legitimate?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>B.5 By what process and for what reasons was the Major Sub-contractor selected?</b>	
<u>Answer</u>	
<u>Assessment</u>	

*(Note: This question does not apply where the Disclosing Party is the Project Owner.)*

**B.6 Was the appointment of the Major Sub-contractor required or recommended by any person? If so, please state:**

- (1) **By whom the appointment was required or recommended.**
- (2) **Whether the person who required or recommended the appointment is an officer or employee of a Joint Venture Member of the Disclosing Party, the Project Owner, a Funder, a Major Contractor, a Major Sub-contractor, or any government department in the country where the Project is located? If yes, please provide the name of the relevant employer and the position which that person holds with the employer.**

Answer

Assessment

**B.7 Provide details of how the Major Sub-contractor is to benefit from the Project, including any fees or commissions, any payment for works or services in relation to the Project, and any share in the risks, profits and losses from the Project.**

Answer

Assessment

**B.8 Is such payment or benefit proportionate to the works or services to be provided by the Major Sub-contractor? What steps have been taken by the Disclosing Party to ensure that this is the case?**

Answer

Assessment

**B.9 Provide details of the currencies of all payments to be made to the Major Sub-contractor, and the country(ies) into which the payments are to be made.**

Answer

Assessment

**SCHEDULE C**

**INFORMATION IN RELATION TO AGENTS**  
(See question 4 of the Disclosure Form)

<b>C.1 Name of the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.2 Principal address of the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.3 Date and place of incorporation or registration of the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.4 Name, country of residence and percentage shareholding of each Principal Shareholder of the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.5 Name, country of residence and title of each Senior Officer of the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.6 Annual turnover, profits and net assets of the Agent for the last 3 accounting years.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.7 Number of officers and employees of the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.8 What is the Agent's normal business?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.9 What are the services to be provided by the Agent in relation to the Project?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.10 Are the services which are to be provided by the Agent in relation to the Project legitimate?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.11 In relation to the appointment of the Agent, please state:</b>	
<p>(1) Whether the Agent was appointed by the Disclosing Party or by a Principal Shareholder or Related Company of the Disclosing Party?</p> <p>(2) If the appointment was by a Principal Shareholder or Related Company of the Disclosing Party, please state the name of the relevant party.</p> <p>(3) The name and position of the officer(s) of the relevant party who approved the appointment of the Agent.</p>	
<u>Answer</u>	
<u>Assessment of Answer</u>	

<b>C.12 Has the Agent provided services to the Disclosing Party or to any of its Principal Shareholders or Related Companies on previous occasions? If yes, provide details.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.13 By what process and for what reasons was the Agent selected?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.14 Was the appointment of the Agent required or recommended by any person? If so, please state:</b>	
(1) By whom the appointment was required or recommended.	
(2) Whether the person who required or recommended the appointment is an officer or employee of a Joint Venture Member of the Disclosing Party, the Project Owner, a Funder, a Major Contractor, a Major Sub-contractor, or any government department in the country where the Project is located? If yes, please provide the name of the relevant employer and the position which that person holds with the employer.	
<u>Answer</u>	
<u>Assessment of Answer</u>	

<b>C.15 Provide details of all fees and benefits to be paid or provided to the Agent.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.16 Are such fees or benefits proportionate to the legitimate work or services to be provided by the Agent? What steps have been taken to ensure that this is the case?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.17 Who is to make the payment to the Agent?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.18 What are the payment terms of the Agent?</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.19 Provide details of the currencies of all payments to be made to the Agent, and the country(ies) into which the payments are to be made.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.20 Has the agent nominated a third party or a numbered bank account to receive the payment? If so, please give the reasons for this.</b>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.21 Has the Agent or any of its Principal Shareholders or Related Companies, or any of the Senior Officers or Senior Managers of any of those parties, within the last 5 years been prosecuted or convicted in any jurisdiction for Corruption? If so, please provide:</b>	
<ul style="list-style-type: none"> <li>(1) The name(s) of the alleged or actual offenders and the nature of the alleged or actual offence(s).</li> <li>(2) Details of the preventive measures taken by the Disclosing Party to prevent Corruption by the Agent in relation to the Project.</li> </ul>	
<u>Answer</u>	
<u>Assessment</u>	

<b>C.22 Is the Agent or any of its Principal Shareholders or Related Companies currently barred from participating in any project, or have any of those parties, within the last 5 years, been barred from participating in any project, as a result of involvement in Corruption. If so, please provide:</b>	
<ul style="list-style-type: none"> <li>(1) The name(s) of the barred party(ies).</li> <li>(2) The name(s) of the barring party(ies).</li> <li>(3) The reasons for the debarment.</li> <li>(4) Details of the preventive measures taken by the Disclosing Party to prevent Corruption by the Agent in relation to the Project.</li> </ul>	
<u>Answer</u>	
<u>Assessment</u>	

**C.23 Please provide a copy of:**

- (1) All agreements, if any, between the Disclosing Party and the Agent in relation to the Project.**
- (2) All agreements, if any, between Principal Shareholders of the Disclosing Party and the Agent in relation to the Project.**
- (3) All agreements, if any, between Related Companies of the Disclosing Party and the Agent in relation to the Project.**
- (4) The audited accounts of the Agent for the last three accounting years.**

<u>Answer</u>	
<u>Assessment</u>	



**SCHEDULE D**

**DEFINITIONS**

<b>“Agent”</b>	means any company, entity or individual which acts as agent, intermediary or representative in relation to the award of a Project contract.
<b>“Corruption”</b>	means bribery, extortion, fraud, collusion, money-laundering, or any similar activity in relation to the Project.
<b>“Funder”</b>	means any individual, company or organisation providing financial aid, project financing, insurance, export credits or guarantees in relation to the Project.
<b>“Joint Venture”</b>	means any joint venture, consortium, partnership or similar arrangement in relation to the Project.
<b>“Joint Venture Member”</b>	means: (a) a shareholder of a joint venture company, or (b) a partner of an unincorporated joint venture.
<b>“Major Contract”</b>	means: (a) A contract between the Project Owner and another party in relation to the Project where that party is to perform works or supply materials or equipment and where it is anticipated that the contract value will be in excess of [US\$250,000]; or (b) A contract between the Project Owner and another party in relation to the Project where that party is to supply services and where it is anticipated that the contract value will be in excess of [US\$100,000].  [The above are recommended contract values. The Project Owner should determine the values it wishes to apply.]
<b>“Major Contractor”</b>	means a party who has entered into a Major Contract.
<b>“Major Sub-contract”</b>	means: (a) A contract between a Major Contractor and another party in relation to the Project where that party is to perform works or supply materials or equipment and where it is anticipated that the contract value will be in excess of [US\$250,000]; or (b) A contract between a Major Contractor and another party in relation to the Project where that party is to supply services and where it is anticipated that the contract value will be in excess of [US\$100,000].  [The above are recommended contract values. The Project Owner should determine the values it wishes to apply.]
<b>“Major Sub-contractor”</b>	means a party who has entered into a Major Sub-contract.
<b>“Permit”</b>	means any permit, approval, licence, authorisation, planning permission, visa or other such document required in relation to the Project.
<b>“Principal Shareholder”</b>	means any individual or entity which owns or controls more than 10% of the shares or voting rights in a company.
<b>“Project”</b>	means ..... [enter name of project].

<p><b>“Project Owner”</b></p>	<p>means ..... <i>[enter name and address of project owner]</i>.</p>
<p><b>“Related Company”</b></p>	<p>means a company which is related to another company as follows:  (a) it directly or indirectly owns or controls that company; or  (b) it is directly or indirectly owned or controlled by that company; or  (c) both companies share the same ultimate parent company.</p>
<p><b>“Senior Manager”</b></p>	<p>means a person with supervisory responsibility in respect of the Project, including, for example, a person with responsibility for:  (a) contract management  (b) project management  (c) financial management  (d) procurement management;  (e) commercial management  (f) technical management.</p>
<p><b>“Senior Officers”</b></p>	<p>means:  (a) In relation to a company, the chairman, chief executive, and directors.  (b) In relation to a government department, its minister(s) and heads of department.</p>