Guidan

1. Introduction

The Bribery Act 2010, in for aim of preventing acts of b practices both in the UK an

The guidance presented he strict set of rules. As state all solution"; however by f particular contexts and c complying with the Bribery

The Act does not mean th result in an offence. Ra implementation of appropr effective 100% of the time; accept this fact. Defences everything will be judged in

The first step for any busin and with respect to exter agents, subsidiaries, partn risk that any bribery or oth outcome of that assessme detail provided in this gu example, will be far less businesses. Context is alw

The Act applies througho Ireland).

2. The Offences

The principal offences unde

- a) Offering or r
- b) Bribing a for
- c) Failing to pre

2.1 One: Bribing anot

A person ("P1") co financial or other ad

- a) where P1 in by P2 of a re it has alread
- b) where P1 ki other advan relevant fund







ct 2010

as been created with the principal leaning up and clarifying business

overnment, is not designed to be a ance notes it is not a "one size fits ided and applying it to their own es will be well on the way to

brevent an instance of bribery will ts is emphasised along with the no prevention measures can be decisions behind it) recognise and eover, it must be emphasised that

t a risk assessment both internally services on their behalf such as etermine whether or not there is a e Act will occur. Based upon the n should be taken in line with the and other small businesses, for he Act than large, multinational

, Wales, Scotland and Northern

on an organisation's behalf.

e P1 offers, promises or gives a on ("P2"):

esult in the improper performance or to reward such performance if

2's acceptance of the financial or es the improper performance of a

What is "improper

Improper performar good faith, impartia context applies to b offence may thus t body of persons or

The viewpoint of a or not performance particularly useful in reasonable person hospitality to a fo providing networkin businesses, there w

2.2 Two: Bribing a For

A person ("P1") cc financial or other intention of influenc must intend to obta business as a result

There is an importa law to be influenced

Who is a Foreign I

- a) An official, administrativ outside of th
- b) Any person local or mun UK or one w in that count or those exe
- c) Officials or a

What is the rationa

The policy behind t the realm of public (unjust) personal er of the officials).

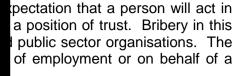
The Importance of

If the written law and requires the advant Act. Such "advanta in the local communi will, of course, be the specific policy of the









dopted when determining whether This again is contextual and is bitality practices. If, for example, a e for a business to provide certain m of enhancing good relations, ining knowledge of each other's

e P1 offers, promises or gives a public official ("FPO") with the nce of FPOs official functions. P1 r an advantage in the conduct of

FPO is permitted or required by is no offence.

oointed, who holds a legislative, any kind in any country or territory

ctions in a branch of the national, country or territory outside of the of any public agency or enterprise working for public health agencies state-owned enterprises); or

nal organisations such as the UN.

ensure that decision making within not influenced by the prospect of involved (or others, at the behest

ublic official concerned permits or Il be no offence under the Bribery come in the form of an investment r for a government contract. This e; however it may conform with a ch has the goal of improving local

economies.

If local laws do not will be taken into a been committed – t

Hospitality & PR

It is important to no hospitality, promoti improve a business relations.

In relation to foreigi influence the officia further clarify this, accommodation cos

Establishing a cor

There must be a "s the resulting influer prove this. In othe circumstantial and say, the more lavis said, however, the into account, as v Nevertheless, gov extravagant, this ma

2.3 Three: Failing to P

A commercial orga ("AP") bribes anoth business or an adva

CO has a defence it to prevent AP from

What is a "Comme

For the purposes o body or partnership carries on business business or part o incorporation.

What is "Carrying

If a body or partner sense approach in important to note t are not necessarily those profits are ap on the matter, additional factors g whether or not an offence has the prevailing public interest.

does not prohibit normal, genuine expenditure which purports to o image, products and services or

ust still be present an intention to ness advantage as a result. To uch as, for example, travel and nancial advantage.

tage and influence

tween the offered advantage and there may be direct evidence to of evidence, combined with more is will be required. Needless to re likely a finding of bribery. That articular sector will also be taken – put simply – common sense. ently states that if norms are oful.

able if a person associated with it intention of obtaining or retaining ousiness for CO.

had in place adequate procedures

ant commercial organisation" is a in the UK, irrespective of where it y or partnership which carries on (, irrespective of the place of its

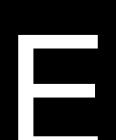
he UK the law applies a common not it carries on business. It is ose aims are primarily charitable made, it is immaterial as to how











If a body or partners a common sense a there is no demons Bribery Act will not existence of a UK foreign parent if tha

Who is an "Assoc

A person will be a services for or on b an individual but c from applying only t and subsidiaries. C provide services for services for a comr assessments to be key role in determin

In situations where in turn, use the se often not have cor commercial organis procedures, to mal contractors apply t same of subcontrac

Joint ventures do n however if one me another member ("I liability may fall on t individual members putting other memb at risk of liability.

In cases where arrangement, cont whether a person business is perform the law will examine over the arrangeme

Nevertheless, even performing services must still be an inte advantage in busin from PSA's actions

3. Other Important Issues

3.1 Facilitation Paymen

A facilitation paym routine government the making of such above or a combina





de the UK, the law will again apply ermination. Generally speaking, if e in the UK, the provisions of the uidance also notes that even the sufficient to impose liability on a dently.

ercial organisation if they perform n. The associated person can be ted or unincorporated body. Far the Act also encompasses agents under the definition insofar as they on. Equally, if a supplier performs ay also qualify. As with so many text and circumstances will play a person and who is not.

ved (for example contractors who, s) a commercial organisation will lved. In such cases, therefore, implement their own anti-bribery them and to request that those redures and, in turn, request the

atic presumption of "association"; enture is performing services for ith the intention of benefitting M1, ry. It is important to be aware that I engage in acts of bribery without m themselves) of the joint venture

nducted through a contractual tant factor. When determining the conduct of the joint venture's half of a participant in the venture, which a particular participant has

subsidiary ("PSA") is found to be mercial organisation ("CO"), there to obtain or retain business or an direct or incidental benefit by CO t to impose liability.

bribe paid to facilitate otherwise ganisations should be aware that my of the three offences outlined

3.2 Duress

In the event that a duress will most like important to note, defendant reasonal serious physical inj wishes. Furthermon done the same in th

3.3 Discretion

When a matter of b authorities will take described above):

- a) The sufficier
- b) The public ir
- c) The serious interest).

4. The Principles of the Brit

4.1 One: Proportionat

Commercial organi procedures to guard such procedures organisation faces Moreover, the meas

How should my bu

The content of con the company's com to reduce the risk th policies will be imple

What should my p

Examples provided elements should be

- a) The degree prevention o
- b) Procedures
- c) Due diligen above), both
- d) Gifts, hospit and facilitation
- e) Matters rela
- f) All aspects d









ess, the common law defence of ny potential bribery offences. It is ce will generally apply only if the she would succumb to death or nply with the threatening person's a 'reasonable person' would have

ecuted under the Bribery Act, the nto account (in addition to those

often with respect to the public

the Act to implement suitable ery. The key point with respect to proportionate to the risks the e and complexity of its activities. actical and accessible.

dress (to the appropriate extent) intion, an overview of steps taken d details of how bribery prevention

nce suggest that the following

nanagement is involved in the

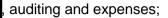
sociated persons (see definition

haritable and political donations,

cluding recruitment, terms and pay;

with associated persons;





luding delegation of authority, of interest:

sures:

V:

intends to implement anti-bribery

ocedures and training therein;

to be monitored, reviewed and

te a commitment to preventing sociated with that organisation. It gement to foster an anti-bribery nent should, at a minimum, entail bribery position to all levels of the agement in the development of

n, more or less direct involvement ion, the more likely it is that topes which are then implemented by organisation of any size, top-level sibility is placed upon suitable ip with respect to anti-bribery compliance or breach and should er campaigns to prevent bribery is considerably less relevant for

ent?

atement of commitment issued by rt. A straightforward written policy in relevant policies) may also

key factors which any statement d procedures should address and

en business practices;



- h)
- i)
- j)
- k)
- I)
- m)
- The commu n)
- The ways in 0) evaluated.

4.2 Two: Top-Level Co

Top level manage bribery within an or should be the rest culture within the b the communication organisation and t suitable anti-bribery

What is my comm

Depending upon the may be required. level management other levels of man management shou individuals, provide measures, take an seek to involve th (though it is argua smaller businesses

How should I com

Many organisations top-level managem (or the inclusion strengthen the orga

What should my s

Government guidar on an organisation' demonstrate:

A commitme a)



- b) A zero-tolera
- c) Details of c persons for l
- d) An explanati
- e) Details of implemented
- f) Details of the developmen
- g) Details of a which the or programme

4.3 Three: Risk Asses

Businesses should internal and externa documented.

How can I assess

This will depend up general assessmer information; in other As with all aspects

What factors shou

- a) Your Own E your busines reduce the r your financia
- b) Your Sector particularly h
- c) The Transa readily to bri guidance inc and public p
- d) Your Busine public officia transaction r action taken
- e) Business C involving bid other interm
- f) The Country nature of bu and corrupti attitude to b or lack of an











ry;

gers, employees and associated licies and procedures;

its of preventing bribery;

her are being or have been o prevent bribery;

tion who are responsible for the he procedures;

outside of the organisation with r example, an industry association

to which they may be exposed to densure that such assessment is

f your business. In certain cases, objectives will yield the required isk assessments may be required. t is important.

essing risk?

structures and procedures within those structures may increase or e place. Ensure, for example, that d controlled.

pery or opportunities therefor are tor.

ons may lend themselves more examples provided by government al donations; licences and permits;

cases, particularly those involving intners or other intermediaries in a bribery, particularly in the form of alf.

alue projects, particularly those those involving contractors and greater bribery risks.

in a foreign country, consider the d the prevailing attitude to bribery ation along with its government's idenced perhaps by the presence should be taken into account.

4.4 Four: Due Diligend

Good governance is diligence requires the risks are identified scale local transact anti-bribery due diligent intermediaries to lia

How should I exer

Following the othe significant role. Ea assessed on its ov always be sufficie transactions and u demonstrating appr

Whenever possible has a clear picture of with whom it will be indirect research of questions.

4.5 Five: Communicat

Implementing polici communicated to t training) ensures a procedures. Effecti commitment to mail both a reassurance those who might ho organisation's involv

How can I commu

Internal communica training associated policies be clearly of implement them sho upon the size of th staff to specific tr organisation.

How can I best externally?

Statements of poli organisation's cultu business, not merel particularly those communication of involving associate



e. Related to Principle Three, due es are implemented to ensure that s, as always, important. A smallnent will require considerably less an international transaction using

e (particularly the third) plays a and each transaction should be rnal procedures in place will not eness of potential risks in all ares will go a long way towards ence.

sought to ensure that a business ndertaken and of any other parties rmation may come in the form of h as references and even direct

o good if they are not effectively tive internal communication (and ice with anti-bribery policies and on demonstrates an organisations business practices and can act as and clientele and as a deterrent to nest or corrupt practices with the

sation?

form of policies and appropriate those policies. Not only should ined, but the means to effectively early to all concerned. Depending range from a simple email to all partments and levels within the

anisation's anti-bribery stance

arting point in demonstrating an can be said for any aspect of a tting bribery. In certain situations, assessments, more explicit

may be required. In situations easonable for an organisation to

require those perso such training to thei

4.6 Six: Monitoring an

Business is scarce change over time. organisation operat and procedures and

How should I mon

Periodic reviews sh as may be appropriand procedures are evaluation of meas where those meas Furthermore, certai certification or verif following scrutiny of methods of verifica act as a valuable partners, associates



in anti-bribery practices or provide nay be.

structure of an organisation may ctor and market within which the able merely to implement policies ain.

cies and procedures?

business policies from time to time anisation and anti-bribery policies n to designated reviews, on-going bribery, particularly in situations into play can be beneficial. Iustry associations which provide nisations which may be awarded procedures. Not only do such oliance with the Act, but can also form of providing assurance to