Introduction

Transparency International (TI) has a vision: a world in which government, politics, business, civil society and the daily lives of people are free from corruption.

Transparency International Canada (TI-Canada) has a mission: to be an informed voice that promotes anti-corruption practices and transparency in Canada’s governments, businesses and society at large.

Our work in the anti-corruption field has convinced us that Canadian firms and the governments that work with them need to stay abreast of the latest developments on this topic. In line with Canada’s Corruption of Foreign Public Officials Act, the TI-Canada Anti-Corruption Compliance Checklist (TI-Canada ACC) is a critical tool for those Canadian corporations seeking to significantly enhance their risk management processes.

The various tools, which make up the TI-Canada ACC, are mainly products of Transparency International, some created in concert with other international organizations and business. A number of these tools may be familiar. Others may be new. While there may be some overlap amongst the independently produced tools, each, in whole or part, is of relevance to corporations of any size. All serve to assist corporations to Assess, Plan, Act, Monitor, Report to Stakeholders and Assure, in order to ensure they are playing their part in achieving transparent, level playing fields in international markets, through honouring commitments of transparency, accountability and integrity, established in their codes of conduct.

The TI-Canada ACC is in PDF format, allowing for easy download. Each tool is described, in brief, with a live link to the full document. We invite you to explore the TI-Canada ACC and employ those tools most suited to creating value for your anti-corruption programme.

Sincerely yours,

James M. Klotz
Chair and President
Transparency International Canada (TI-Canada) wishes to thank Transparency International for the use of its various anti-corruption tools, included in this Checklist, as well as Bennett Jones LLP for its in-kind contribution to the design and production of the Checklist.

Transparency International Canada accepts no liability (including liability in negligence) for and gives no undertakings concerning the accuracy, completeness or fitness for the purpose of the information provided or the results, feedback or other information deriving from use of The TI-Canada Anti-Corruption Compliance Checklist. Before relying on any information or material derived from use of the Checklist in any important matter, users and third parties should carefully evaluate its accuracy, currency, completeness and relevance for the purposes and should obtain any appropriate professional advice relevant to their particular circumstances. The user is bound to inform any subsequent recipient of information or material derived from use of the Checklist of such terms.

This Checklist has been compiled by Bronwyn Best, Executive Director, TI-Canada. For any questions/suggestions or further information, please contact: ti-can@transparency.ca; or 416-488-3939.
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## Six Actions for Companies and Tools to Help

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<th>Company Relevance</th>
<th>Tools</th>
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</table>
| Assess         | Where do you stand? What are the risks?                                           | • TI ABC Anti-bribery checklist  
• TI Bribe Payers Index  
• TI Corruption Perceptions Index  
• Getting the Deal Through: Anti-Corruption Regulation 2010 |
| Plan           | Benchmark against best practice using a code and develop detailed policies        | • Corruption of Foreign Public Officials Act  
• Business Principles for Countering Bribery  
• SME Edition of the Business Principles  
• Resisting Extortion and Solicitation in International Transactions (RESIST) |
| Act            | Implement your no-bribe policies through detailed procedures                      | • TI Six Step Implementation Process  
• TI Guidance Document  
• FCPA  
• TI-UK: Guidance on Adequate Procedures under the UK Bribery Act 2010  
• TI Integrity Pact |
| Monitor        | Carry out continuous self-check and improvement                                   | • TI Self-Evaluation Tool  
• ABS Enablon self-assessment software |
| Report to Stakeholders | Report internally and externally on what you do                               | • The UNGC-TI Guidance for reporting on the 10th principle against corruption  
• TRAC – a global survey by TI of reporting by companies of anti-bribery practices  
• Promoting Revenue Transparency Project (PRT) |
| Assure         | Raise the credibility of what you do                                              | • TI Framework for Voluntary Independent Assurance of Corporate Anti-Bribery Programmes  
• Discuss with a potential assurance provider |
Assess

Where do you stand?

What are the risks?
### TI-Canada Anti-bribery Checklist

Aligned to the Corruption of Foreign Public Officials Act (CFPOA) and the TI Business Principles for Countering Bribery (based on the TI ABC anti-bribery checklist)

<table>
<thead>
<tr>
<th>POLICY</th>
<th>Yes</th>
<th>No</th>
<th>Partly</th>
<th>Planned</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Do you have a formal up-to-date published policy of zero tolerance of bribery?</td>
<td></td>
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</tr>
<tr>
<td>2. Have you made a public commitment to be consistent with all relevant anti-bribery laws, worldwide, in particular the CFPOA?</td>
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</tr>
<tr>
<td>3. Have you made a commitment to implement an overall anti-bribery Programme?</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>IMPLEMENTATION</th>
<th>Yes</th>
<th>No</th>
<th>Partly</th>
<th>Planned</th>
<th>N/A</th>
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</thead>
<tbody>
<tr>
<td>4. Do you carry out regular risk assessment to determine the risks of bribery and tailor the Programme to mitigate these risks?</td>
<td></td>
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<tr>
<td>5. Does your Programme have detailed policies, procedures and controls for:</td>
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<td></td>
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<tr>
<td>- political contributions?</td>
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<td></td>
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<tr>
<td>- charitable donations and sponsorships?</td>
<td></td>
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<td></td>
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<tr>
<td>- facilitation payments?</td>
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<td></td>
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<td></td>
<td></td>
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<tr>
<td>- gifts, hospitality and travel expenses?</td>
<td></td>
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<tr>
<td>6. Does your leadership show active commitment to the Programme and act as an example for transparency and integrity?</td>
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<tr>
<td>7. Does your leadership assign unambiguous responsibility and authority to managers for carrying out the Programme?</td>
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<tr>
<td>8. Is the Programme implemented in all business entities over which your company has effective control?</td>
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<td></td>
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<tr>
<td>9. Do you encourage an equivalent Programme in business entities in which your company has a significant investment or with which it has significant business relationships?</td>
<td></td>
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<tr>
<td>10. Is the Programme communicated to:</td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- all employees?</td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- business partners?</td>
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<td></td>
</tr>
<tr>
<td>- other stakeholders?</td>
<td></td>
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<tr>
<td>11. Do your human resources practices reflect your company’s commitment to the Programme?</td>
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<tr>
<td>12. Is tailored training provided to:</td>
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<tr>
<td>- all Directors, managers, employees and agents?</td>
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<tr>
<td>- key high risk third parties including other intermediaries, contractors and suppliers?</td>
<td></td>
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<tr>
<td>13. Does your company provide secure and accessible channels through which employees and others can obtain advice or raise concerns (‘whistleblowing’) without risk of reprisal?</td>
<td></td>
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<td></td>
<td></td>
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<tr>
<td>14. Are there internal controls to counter bribery comprising financial and organisational checks over accounting and record keeping practices and related business processes?</td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>MONITORING AND REVIEW</th>
<th>Yes</th>
<th>No</th>
<th>Partly</th>
<th>Planned</th>
</tr>
</thead>
<tbody>
<tr>
<td>15. Are the internal control systems, in particular the accounting and record keeping practices, subjected to regular review and audit?</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>16. Do you have sanctions in place to deal with any incidents of bribery?</td>
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<tr>
<td>17. Do your senior management periodically review the Programme’s suitability and effectiveness and implement improvements?</td>
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<tr>
<td>18. Does the Audit Committee, Board or equivalent body make a regular independent assessment of the adequacy of the Programme?</td>
<td></td>
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<tr>
<td>19. Does your company publicly disclose information about its programme and its implementation?</td>
<td></td>
<td></td>
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<tr>
<td>20. Do you carry out external assurance of the Programme and is the opinion statement published publicly?</td>
<td></td>
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</tr>
</tbody>
</table>

1. The whole of an enterprise’s anti-bribery efforts including values, code of conduct, detailed policies and procedures, risk management, internal and external communication, training and guidance, internal controls, oversight, monitoring and assurance.
2. Owner, Board or equivalent body, chair and/or chief executive
3. Including those for recruitment, training, performance evaluation, remuneration, recognition and promotion
**TI Bribe Payers Index**

The TI Bribe Payers Index evaluates the supply side of corruption - the likelihood of firms from the world’s industrialised countries to bribe abroad. It has been conducted four times, since 1999.


**TI Corruption Perceptions Index**

The Corruption Perceptions Index (CPI) measures the perceived level of public-sector corruption in 178 countries and territories around the world. The CPI is a "survey of surveys", based on 13 different expert and business surveys.

The complete 2010 CPI, including, methodology and source data, in English and French, can be found at: [http://www.transparency.org/policy_research/surveys_indices/cpi/2010/in_detail](http://www.transparency.org/policy_research/surveys_indices/cpi/2010/in_detail)

**Getting the Deal Through Anti-Corruption Regulation 2010**

Each year, Getting the Deal Through provides a quick and accurate overview of national efforts to combat corruption around the world, through its Anti-Corruption Regulation, a review of laws in 46 regulations (in 2010), worldwide. It is written for the professional who wishes to be alerted to the regulation of this, all too pervasive, reputational risk when advising clients proposing to do business overseas. It has taken its place alongside Transparency International’s Corruption Perceptions Index and its Global Corruption Barometer in providing essential intelligence in this area.

It is free to in-house counsel and is available at a cost of $400 USD to others.

Information re. ordering is available at: [http://www.gettingthedealthrough.com/books/2/anti-corruption-regulation/](http://www.gettingthedealthrough.com/books/2/anti-corruption-regulation/)
Plan

Benchmark against best practice, using a code, and develop detailed policies
Government of Canada

Corruption of Foreign Public Officials Act (CFPOA)

The Corruption of Foreign Public Officials Act (CFPOA) is Canada’s response to the OECD’s Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. It was introduced into the Senate on December 1, 1998, and received Royal Assent on December 10, 1998, allowing Canada to ratify the OECD Convention on December 17, 1998. This triggered the OECD Convention coming into force on February 15, 1999, one day after the CFPOA, came into effect.

The CFPOA features three offences: bribing a foreign public official, laundering property and proceeds, and possession of property and proceeds. There is a 5-year maximum term of imprisonment for individuals found guilty under the law and a limitless fine for corporations.

The English version of the CFPOA can be found in the Appendix, of this Checklist, and can be downloaded from:

The French version of the CFPOA can be found in the Appendix, of this Checklist, and can be downloaded from:
http://www2 parl.gc.ca/HousePublications/Publication.aspx?DocId=2330078&File=34&Language=f

A Guide to the Act, prepared by the Department of Justice, can be downloaded in English from:

The Guide to the Act, prepared by the Department of Justice, can be downloaded in French from at:

An Act to amend the Criminal Code (organized crime and law enforcement) and to make consequential amendments to other Acts (S.C. 2001, c. 32) was assented to on December 18, 2001, and has amended the Corruption of Foreign Public Officials Act. A Guide to the amendments to the Act may be downloaded in English from:
http://www.justice.gc.ca/eng/dept-min/pub/cfpoa-lcape/amend-mod.html;
and in French at:
http://www.justice.gc.ca/fra/dept-min/pub/cfpoa-lcape/amend-mod.html
Business Principles for Countering Bribery

The Business Principles for Countering Bribery, developed by TI and a multi-stakeholder Steering Committee, including major leading multinationals, is a useful and current tool for companies dealing with the challenge and risks posed by bribery. The tool reflects recent developments in anti-bribery practice worldwide and incorporates approaches by business, academia and civil society. The Business Principles for Countering Bribery provides a framework for companies to develop comprehensive anti-bribery programmes, around the following two main principles:

The enterprise shall prohibit bribery in any form whether direct or indirect
The enterprise shall commit to implementing a Programme to counter bribery

Both English and French versions, as well as those in Arabic, Indonesian, German, Japanese, Macedonian, Russian, Spanish and Turkish, can be downloaded from:
http://www.transparency.org/global_priorities/private_sector/business_principles

TI Business Principles for Countering Bribery – Small and Medium Enterprise Edition

To cater for the needs of smaller businesses, TI has produced an edition of the Business Principles for Countering Bribery tailored to the needs of small and medium sized enterprises (SMEs). More than 95% of the world’s business is carried out by SMEs which may not have the same human and financial resources as larger companies but are just as vulnerable to the risks of bribery.

The SME Edition includes model anti-bribery principles for companies with fewer resources of time, money and people. It provides practical guidance for developing anti-bribery programmes that suit the size and structure of smaller enterprises. The SME Edition can also be used by larger companies to encourage SMEs in their supply chain to implement no-bribes policies and practices.

The full Business Principles for Countering Bribery – Small and Medium Enterprise Edition can be downloaded in English, French and Spanish from:
http://www.transparency.org/global_priorities/private_sector/business_principles
Companies facing extortion now have a new anti-corruption tool based on real-life scenarios of solicitation and extortion demands. RESIST (Resisting Extortion and Solicitation in International Transactions) is primarily a training tool to help employees counter solicitation and extortion demands in the most efficient and ethical manner, acknowledging they might be accompanied by a threat. The tool also aims to help companies reduce the probability of such demands being made. Over 20 companies and organisations contributed to designing RESIST, based on their experience of solicitation and extortion demands.

Transparency International, in collaboration with the World Economic Forum Partnering Against Corruption Initiative (PACI), the International Chamber of Commerce (ICC) and the United Nations Global Compact (UNGC), developed RESIST to support companies conducting international business who are potentially exposed to corruption.

RESIST can be downloaded, in PDF from:

http://www.transparency.org/global_priorities/private_sector
Act

Implement your no-bribe policies through detailed procedures
TI Six Step Implementation Process

The TI Six Step Implementation Process forms part of the suite of tools being developed to support the Business Principles for Countering Bribery, an anti-bribery code developed by TI in co-operation with leading corporations and non-corporate stakeholders.

The TI Six-Step Process has been developed for companies that have no systematic anti-bribery policy or process for countering bribery. However, it can also be of use for companies that already have elements of a system in place allowing them to enter the TI Six-Step Process at a stage of their choice. The TI Six-Step Process is flexible and can be modified to take into account the size of a company and its ability to complete the steps within the suggested timeframe.

This document will be of use to any manager concerned with countering bribery, but it will be most relevant to senior managers charged with developing and implementing an effective programme in line with the Business Principles.

The next page shows the *TI Six Step Process Chart*.

The full TI Six Step Implementation Process can be downloaded in both English and Spanish from:

www.transparency.org/global_priorities/private_sector/business_principles/six_step_implementation_process
# TI Six Step Process Chart

## Business Principles for Countering Bribery: Six Step Implementation

<table>
<thead>
<tr>
<th>Step</th>
<th>Action</th>
<th>Primary Responsibility</th>
<th>Process</th>
<th>Time Span</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Decide to adopt a no-bribes policy</td>
<td>Owner of company / board / CEO</td>
<td>Obtain commitment to no-bribes policy “from the top”</td>
<td>One Month</td>
</tr>
<tr>
<td>2</td>
<td>Plan the implementation</td>
<td>Appointed senior manager / Project Team</td>
<td>Define specific company risks / review current practices</td>
<td>Three to six months</td>
</tr>
<tr>
<td>3</td>
<td>Develop detailed anti-bribery Programme</td>
<td>Appointed senior manager / heads of department</td>
<td>Integrate no-bribes policy into organisational structure and assign responsibilities</td>
<td>Three to six months</td>
</tr>
<tr>
<td>4</td>
<td>Implement Programme</td>
<td>Appointed senior manager / line managers / support functions / business partners</td>
<td>Communicate anti-bribery Programme - internal / external</td>
<td>One year</td>
</tr>
<tr>
<td>5</td>
<td>Monitor</td>
<td>Ethics / compliance officer</td>
<td>Run training courses for all employees and business partners</td>
<td>Continuous</td>
</tr>
<tr>
<td>6</td>
<td>Evaluate and improve</td>
<td>Owner of company / board / CEO / audit committee</td>
<td>Develop improvements to Programme</td>
<td>At least annually</td>
</tr>
</tbody>
</table>

**Notes:****
- Time span refers to the duration of each step.
- Each step is designed to be completed within the specified time frame.
- The primary responsibility for each step is assigned to a specific role within the organization.
- The chart outlines the steps necessary for implementing a robust anti-bribery policy.

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TI Six Step Process © Copyright 2005, Transparency International
TI Guidance Document

Transparency International (TI) has produced this Guidance Document to the Business Principles for Countering Bribery to provide background and clarification to the Business Principles and to assist enterprises implementing or reviewing their anti-bribery Programmes.

Structure of the Guidance Document

The Guidance Document provides comments on each section of the Business Principles and, for ease of reference, the relevant section of the Business Principles is stated before each section in the Guidance Document. A three part format is used consisting of background, implementation and, for some sections, questions and answers on key topics. Some sections provide case studies of good practice, examples of bribery cases and issues. A reading list is provided in Section 7. Links to websites are also given, either placed with relevant text or in a list in section 8, sections 9 and 10. Section 11 provides examples of current cases and concerns and a Glossary of key terms is given in Section 12.


U.S. Government

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. §§ 78dd-1, et seq. ("FCPA"), was enacted for the purpose of making it unlawful for persons and entities to make payments to foreign government officials to assist in obtaining or retaining business.

The anti-bribery provisions of the FCPA apply not only to U.S. citizens but also to foreign persons and organizations, who cause, directly or through agents, an act in furtherance of such a corrupt payment to take place within the territory of the United States.

The FCPA also requires companies whose securities are listed in the United States to meet its accounting provisions. See 15 U.S.C. § 78m. These accounting provisions, require corporations covered by the provisions to (a) make and keep books and records that accurately and fairly reflect the transactions of the corporation and (b) devise and maintain an adequate system of internal accounting controls.
The FCPA can be downloaded in English and French, as well as Arabic, Bengali, Cantonese, Mandarin, German, Japanese, Basa Jawa, Korean, Bahasa Malaysia, Portuguese, Russian, Spanish and Urdu from:
http://www.justice.gov/criminal/fraud/fcpa/statutes/regulations.html

For more background information regarding the anti-bribery provisions of the FCPA, refer to the "Lay Person's Guide", which can be downloaded from:
Transparency International UK
Guidance on Adequate Procedures under the UK Bribery Act 2010

Transparency International UK has published a Guidance on good practice procedures for corporate anti-bribery programmes. This would be particularly relevant for Canadian companies with a UK footprint that will have to comply with the new Bribery Act. For others, it is good general advice, based on various TI tools.

The Guidance, a Checklist and various Annexes, can be downloaded free of charge from: http://www.transparency.org.uk/working-with-companies/adequate-procedures

Hard copies, comprised of a ring-bound folder with the full 200-page document printed in colour, are available at a cost of £90. To place an order, please download and complete the order form also from: http://www.transparency.org.uk/working-with-companies/adequate-procedures

TI Integrity Pact

Developed by TI, the Integrity Pact (IP) is a tool aimed at, initially, preventing corruption in public contracting. It consists of a process that includes an agreement between a government or a government department (at the federal, national or local level) and all bidders for a public contract. It contains rights and obligations to the effect that neither side will: pay, offer, demand or accept bribes; collude with competitors to obtain the contract; or engage in such abuses while carrying out the contract. The IP also introduces a monitoring system that provides for independent oversight and accountability.

For further information regarding the IP, visit: http://www.transparency.org/tools/contracting
Monitor

Carry out continuous self-check and improvement
TI Self-Evaluation Tool

Transparency International’s Self-Evaluation Tool (TI SET) is a checklist that enables companies to examine and assess the design of their anti-bribery programme. Comprised of an in-depth and extensive range of indicators, SET identifies the policies, procedures and reporting indicators that companies should consider for their anti-bribery programmes. This will help companies to determine where they stand, identify improvements and prepare reports for management, assurers and stakeholders. In this way, TI SET can assist companies to manage risks more effectively and improve their operational efficiency. TI SET is aimed at larger companies but can also be of use to smaller companies wishing to check particular aspects of anti-bribery.

TI SET is an in-depth check-list, aligned to the Business Principles for Countering Bribery, aiming to assist companies to:

- Identify strengths and areas for improvement;
- Stimulate approaches and thinking related to anti-bribery;
- Provide content for a report to management, the Audit or Governance Committee or the Board on the design completeness, effectiveness and reliability of the anti-bribery Programme;
- Provide a basis for internal audit or an independent verification or assurance provider.

SET can be applied at different levels: to the whole of the company’s worldwide activities including subsidiaries and branches or limited to one country, region, subsidiary or business unit. There are 241 Core indicators.

The full TI SET can be downloaded, in Word, with capability of being filled out, from: [http://www.transparency.org/publications/publications/toolkits/ti_set](http://www.transparency.org/publications/publications/toolkits/ti_set)

An interactive diagnostic version of TI SET has been developed by TI and Enablon, a leading software company. This can be purchased from [http://www.enablon.com](http://www.enablon.com)
Report to Stakeholders

Report internally and externally on what you do
UN Global Compact – TI Reporting Guidance on the 10th Principle against Corruption

The Reporting Guidance, developed in the framework of the Global Compact, the world’s largest voluntary corporate citizenship initiative (more than 7,000 signatories in 135 countries), equips business with a practical means to report on anti-corruption policies and actions comprehensively and effectively. It sets the standard for thousands of UN Global Compact signatories, while its use will be beneficial well beyond this network.

The Reporting Guidance is a tool to give practical guidance to companies of all sizes as they report on their anti-corruption efforts. The objective of the Reporting Guidance is to set out and promote the strong benefits of reporting on anti-corruption in the annual Communication on Progress by providing a structural and comprehensive guidance document that encourages thorough and consistent reporting of anti-corruption efforts by signatories.

The Reporting Guidance contains two principal sections:

- **Business Case for reporting on the 10th Principle:** This section explains and underscores the benefits of reporting on the implementation of the 10th Principle.
- **Reporting Elements for the 10th Principle:** This section sets out a list of Basic and Desired Reporting Elements for the 10th Principle. Each Reporting Element is supplemented with practical guidance on the importance of the Element, how to implement it and examples of on what to report. These Reporting Elements can help any organization by:
  - identifying the components of a comprehensive anti-corruption programme;
  - giving practical examples on how and what to report, including references to indicators from other initiatives; and
  - providing a clear and easy-to-use format to structure and facilitate the reporting of anti-corruption activities in the annual Communication on Progress.

The complete document can be downloaded from:

http://www.transparency.org/global_priorities/private_sector
TI Transparency in Reporting on Anti-Corruption – A Report of Corporate Practices (TRAC)

TRAC assesses the extent to which close to 500 leading listed companies have reported the strategies, policies and management systems they have in place for combating bribery and corruption. Results are based on the analysis of publicly available documentation. Company performance has been aggregated by country and industry sector to provide an overview of reporting performance.

The results of the TRAC report, produced in 2009, show that, on average, leading companies still have a long way to go in disclosing that they are integrating anti-corruption practices into their organizations.

The complete document can be downloaded from:
http://www.transparency.org/global_priorities/private_sector

TI Promoting Revenue Transparency (PRT)

The Promoting Revenue Transparency Project (PRT) is run by Transparency International in partnership with the Revenue Watch Institute and builds on the work of the Save the Children UK “Beyond the Rhetoric” report from 2005. The Promoting Revenue Transparency Project seeks to raise awareness in both government and the private sector of the various steps required for revenue transparency to be achieved, sustained and mainstreamed, in the extractive industries sectors.

High revenues from the extractive industries have often fuelled corruption, economic stagnation, inequality and conflict. This paradox has been labelled the “resource curse.” One step towards reversing this curse lies in the transparent and accountable management of revenues generated from the extractive industries.

In the 2008 report, 42 leading oil and gas companies, including three Canadian companies, are evaluated on their current policies, management systems and performance in areas relevant to revenue transparency in their upstream operations (production only).

The full 2008 report, as well as the Executive Summary and Frequently Asked Questions, can be downloaded in English, French, Spanish and Russian from:
http://www.transparency.org/policy_research/surveys_indices/promoting_revenue_transparency

NB: The next PRT will be published in March 2011.
Assure

Raise the credibility of what you do
TI Framework for Voluntary Independent Assurance of Corporate Anti-Bribery Programmes

Transparency International (TI) is leading efforts to develop a Framework for Voluntary Independent Assurance of Corporate Anti-Bribery Programmes.

Despite greater awareness of the risks related to bribery and corruption, corporate scandals continue to make the headlines. Against this background, demand is growing from stakeholders and from companies themselves for mechanisms that can enhance confidence in their anti-bribery programmes.

TI has been developing the Framework in collaboration with the World Economic Forum Partnering Against Corruption Initiative (PACI) in a working group that includes representatives from the six leading global accounting networks.

The Framework will enable assurance professionals to provide an independent opinion on whether a company’s anti-bribery controls are suitably designed. It will also be a useful reference for companies to improve their anti-bribery practice.

In parallel, TI aims to examine, with other providers of assurance and certification, how best to use the Framework and build on it to develop a verification process that would focus on the effective implementation of anti-bribery controls throughout a company.

TI submitted the Framework for public consultation, with comments due by 31 December 2010. The consultation extended to providers of assurance, such as professional services networks, legal firms, business ethics practitioners and others. Potential users of independent anti-bribery assurance such as companies, civil society and all other interested parties, were also part of the consultation.

The Background Document, TI Framework and Online Survey can be downloaded from: http://www.transparency.org/global_priorities/private_sector/business_principles
Additional Resources
TI National Integrity System

The National Integrity System (NIS) assessment approach provides a framework which anti-corruption organisations can use to analyse both the extent and causes of corruption in a given country as well as the effectiveness of national anti-corruption efforts. This analysis is undertaken via a consultative approach, involving the key anti-corruption agents in government, civil society, the business community and other relevant sectors, with a view to building momentum, political will and civic pressure for relevant reform initiatives.

The assessment makes use of the concept of the National Integrity System, which has been developed and promoted by TI as part of its holistic approach to countering corruption. The NIS consists of the principle institutions and actors that contribute to integrity, transparency and accountability in a society.

Further information on the NIS, as well as reports on 81 countries, including Canada, and one organization, can be accessed at:

http://www.transparency.org/policy_research/nis
TI Global Corruption Barometer (GCB)

Published annually, since 2003, the Global Corruption Barometer is a survey that assesses general public attitudes toward and experience of corruption in dozens of countries around the world. It assesses the extent to which key institutions and public services are perceived, by their own citizens, to be corrupt, measures citizens’ views on government efforts to fight corruption, and, in 2009, for the first time, included questions about the level of state capture and people’s willingness to pay a premium for clean corporate behaviour. The 2010 GCB covers 86 countries and territories.

The GCB is designed to complement the expert opinions on public sector corruption provided by TI’s Corruption Perceptions Index and the views of senior business executives on international bribery flows reflected in TI’s Bribe Payers Index. It also aims to provide information on trends in public perceptions of corruption.

The full 2010 GCB, in English, French and Spanish, can be downloaded from:
http://www.transparency.org/policy_research/surveys_indices/gcb

TI Anti-Corruption Plain Language Guide

TI has developed the first “Anti-Corruption Plain Language Guide.” The Guide provides standardised, easy-to-understand definitions for 45 key terms commonly used by the anti-corruption movement – from “access to information” to “whistle blowing.” Each term includes a practical example of how TI approaches these issues and helpful links for further research.

The Guide may be downloaded in English, French and Spanish from:
http://www.transparency.org/publications/publications/other/plain_language_guide
S-21

First Session, Thirty-sixth Parliament,
46-47 Elizabeth II, 1997-98

THE SENATE OF CANADA

BILL S-21

An Act respecting the corruption of foreign public officials and the implementation of the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and to make related amendments to other Acts

AS PASSED BY THE SENATE
DECEMBER 3, 1998

S-21

Première session, trente-sixième législature,
46-47 Elizabeth II, 1997-98

SÉNAT DU CANADA

PROJET DE LOI S-21

Loi concernant la corruption d’agents publics étrangers et la mise en oeuvre de la Convention sur la lutte contre la corruption d’agents publics étrangers dans les transactions commerciales internationales, et modifiant d’autres lois en conséquence

ADOPTÉ PAR LE SÉNAT
LE 3 DÉCEMBRE 1998
SUMMARY

This enactment relates to the implementation of Canada’s obligations under the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, negotiated in the Organisation of Economic Co-operation and Development. In particular, the Convention binds the signing parties to establish a criminal offence of bribery of foreign public officials in business transactions.

All parliamentary publications are available on the Parliamentary Internet Parlementaire at the following address:
http://www.parl.gc.ca
An Act respecting the corruption of foreign public officials and the implementation of the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and to make related amendments to other Acts

Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

**SHORT TITLE**

1. This Act may be cited as the *Corruption of Foreign Public Officials Act*.

**INTERPRETATION**

2. The definitions in this section apply in this Act.

“business” means any business, profession, trade, calling, manufacture or undertaking of any kind carried on in Canada or elsewhere for profit.

“foreign public official” means

(a) a person who holds a legislative, administrative or judicial position of a foreign state;

(b) a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; and

(c) an official or agent of a public international organization that is formed

Loi concernant la corruption d’agents publics étrangers et la mise en œuvre de la Convention sur la lutte contre la corruption d’agents publics étrangers dans les transactions commerciales internationales, et modifiant d’autres lois en conséquence

**TITRE ABRÉGÉ**

1. *Loi sur la corruption d’agents publics étrangers.*

**DÉFINITIONS**

2. Les définitions qui suivent s’appliquent à la présente loi.

« affaires » Commerce, métier, profession, industrie ou entreprise de quelque nature que ce soit exploités ou exercés au Canada ou à l’étranger en vue d’un profit.

« agent de la paix » S’entend au sens de l’article 2 du *Code criminel*.

« agent public étranger » Personne qui détient un mandat législatif, administratif ou judiciaire d’un État étranger ou qui exerce une fonction publique d’un État étranger, y compris une personne employée par un conseil, une commission, une société ou un autre organisme établi par l’État étranger pour y exercer une telle fonction ou qui exerce une telle fonction, et un fonctionnaire ou agent d’une organisation internationale publique constituée par des États, des gouvernements ou d’autres organisations internationales publiques.
Corruption of Foreign Public Officials

3. (1) Every person commits an offence who, in order to obtain or retain an advantage in the course of business, directly or indirectly gives, offers or agrees to give or offer a loan, reward, advantage or benefit of any kind to a foreign public official or to any person for the benefit of a foreign public official

(a) as consideration for an act or omission by the official in connection with the performance of the official’s duties or functions; or

(b) to induce the official to use his or her position to influence any acts or decisions of the foreign state or public international organization for which the official performs duties or functions.

(2) Every person who contravenes subsection (1) is guilty of an indictable offence and liable to imprisonment for a term not exceeding five years.

(3) No person is guilty of an offence under subsection (1) if the loan, reward, advantage or benefit

(a) is permitted or required under the laws of the foreign state or public international organization for which the foreign public official performs duties or functions; or

« État étranger » Pays autre que le Canada. Sont assimilés à un État étranger :

(a) ses subdivisions politiques;

(b) son gouvernement, ses ministères, ses directions ou ceux de ses subdivisions politiques;

(c) ses organismes ou ceux de ses subdivisions politiques.

« quiconque » S’entend au sens de l’article 2 du Code criminel.
(b) was made to pay the reasonable expenses incurred in good faith by or on behalf of the foreign public official that are directly related to

(i) the promotion, demonstration or explanation of the person’s products and services, or

(ii) the execution or performance of a contract between the person and the foreign state for which the official performs duties or functions.

(4) For the purpose of subsection (1), a payment is not a loan, reward, advantage or benefit to obtain or retain an advantage in the course of business, if it is made to expedite or secure the performance by a foreign public official of any act of a routine nature that is part of the foreign public official’s duties or functions, including

(a) the issuance of a permit, licence or other document to qualify a person to do business;

(b) the processing of official documents, such as visas and work permits;

(c) the provision of services normally offered to the public, such as mail pick-up and delivery, telecommunication services and power and water supply; and

(d) the provision of services normally provided as required, such as police protection, loading and unloading of cargo, the protection of perishable products or commodities from deterioration or the scheduling of inspections related to contract performance or transit of goods.

(5) For greater certainty, an “act of a routine nature” does not include a decision to award new business or to continue business with a particular party, including a decision on the terms of that business, or encouraging another person to make any such decision.

(4) Ne constitue pas un prêt, une récompense ou un avantage visé au paragraphe (1) le paiement visant à hâter ou à garantir l’exécution par un agent public étranger d’un acte de nature courante qui est partie de ses fonctions officielles, notamment :

a) la délivrance d’un permis, d’une licence ou d’un autre document qui habilite la personne à exercer une activité commerciale;

b) la délivrance ou l’obtention d’un document officiel tel un visa ou un permis de travail;

c) la fourniture de services publics tels que la collecte et la livraison du courrier, les services de télécommunication, la fourniture d’électricité et les services d’aqueduc;

d) la fourniture de services occasionnels tels que la protection policière, le débardage, la protection des produits périssables contre la détérioration ou les inspections relatives à l’exécution de contrats ou au transit de marchandises.

(5) Il est entendu que l’expression « acte de nature courante » ne vise ni une décision d’octroyer de nouvelles affaires ou de reconduire des affaires avec la même partie — notamment ses conditions — ni le fait d’encourager une autre personne à prendre une telle décision.

4. (1) Every person commits an offence who possesses any property or any proceeds of any property knowing that all or any part of the property or of those proceeds was obtained or derived directly or indirectly as a result of

4. (1) Commet une infraction quiconque a en sa possession un bien, ou son produit, dont il sait qu’il a été obtenu ou provient, en tout ou en partie, directement ou indirectement :
Punishment

(2) Every person who contravenes subsection (1)

(a) is guilty of an indictable offence and liable to imprisonment for a term not exceeding ten years; or

(b) is guilty of an offence punishable on summary conviction and liable to a fine of not more than $50,000 or to imprisonment for a term not exceeding six months, or to both.

Laundring proceeds of the offence

5. (1) Every person commits an offence who uses, transfers the possession of, sends or delivers to any person or place, transports, transmits, alters, disposes of or otherwise deals with, in any manner and by any means, any property or any proceeds of any property with intent to conceal or convert that property or those proceeds and knowing or believing that all or part of that property or of those proceeds was obtained or derived directly or indirectly as a result of

(a) the commission of an offence under section 3; or

(b) an act or omission anywhere that, if it had occurred in Canada, would have constituted an offence under section 3.

Punishment

(2) Every person who contravenes subsection (1)

(a) is guilty of an indictable offence and liable to imprisonment for a term not exceeding ten years; or

(b) is guilty of an offence punishable on summary conviction and liable to a fine of not more than $50,000 or to imprisonment for a term not exceeding six months, or to both.

Exception

6. A peace officer or a person acting under the direction of a peace officer is not guilty of an offence under section 4 or 5 if the peace officer or person does any thing mentioned in either of those sections for the purposes of an

Exception

6. N’est pas coupable d’une infraction prévue aux articles 4 ou 5 l’agent de la paix — ou la personne qui agit sous sa direction — qui fait l’un des actes mentionnés à ces articles dans le cadre d’une enquête ou dans l’accomplissement de ses fonctions.
investigation or otherwise in the execution of
the peace officer’s duties.

7. Sections 462.3 and 462.32 to 462.5 of the
Criminal Code apply, with any modifications
that the circumstances require, in respect of
proceedings for an offence under any of
sections 3 to 5.

8. The definition “offence” in section 183
of the Criminal Code is amended by adding,
immediately after the reference to “section
198 (fraudulent bankruptcy) of the Bank-
ruptcy and Insolvency Act,”, a reference to
“section 3 (bribing a foreign public official),
section 4 (possession of property) or
section 5 (laundering proceeds of the of-
fence) of the Corruption of Foreign Public
Officials Act,”.

9. (1) Paragraph (a) of the definition
“enterprise crime offence” in section 462.3
of the Act is amended by adding the
following after subparagraph (iv):

(iv.1) section 123 (municipal corrup-
tion),
(iv.2) section 124 (selling or purchas-
ing office),
(iv.3) section 125 (influencing or ne-
gotiating appointments or dealing in
offices),

(2) Paragraph (b.1) of the definition
“enterprise crime offence” in section 462.3
of the Act is replaced by the following:

(b.1) an offence against section 126.1 or
126.2 or subsection 233(1) or 240(1) of
the Excise Act, section 153, 159, 163.1 or
163.2 of the Customs Act or section 3, 4 35
or 5 of the Corruption of Foreign Public
 Officials Act, or

1993, c. 37,
par. 32(a)
Annual report

12. Within four months of the end of each fiscal year, the Minister of Foreign Affairs, the Minister for International Trade and the Minister of Justice and Attorney General of Canada, in this order, shall cause an annual report to be laid before each house of Parliament, in English and French, setting out:

(a) a statement of the number of enterprises engaging in the enterprise crime offences under section 462.3 of the Criminal Code
(b) a description of the actions taken by the government in response to the information provided in the annual report

Le rapport annuel

12. Dans les quatre mois suivant la fin de chaque exercice, le ministre des Affaires étrangères, le ministre du Commerce international et le ministre de la Justice et procureur général, dans cet ordre, devront présenter un rapport annuel à chaque chambre du Parlement, en français et en anglais, détaillant :

(a) le nombre d'entreprises qui commettent les délits prévus par l'article 462.3 du Code criminel
(b) une description des mesures prises par le gouvernement en réponse aux informations fournies dans le rapport annuel
Canada shall jointly prepare a report on the implementation of the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and on the enforcement of this Act, and the Minister of Foreign Affairs shall cause a copy of the report to be laid before each House of Parliament on any of the first fifteen days on which that House is sitting after the report is completed.

13. This Act or any of its provisions comes into force on a day or days to be fixed by order of the Governor in Council.

COMING INTO FORCE

ENTRÉE EN VIGUEUR

13. La présente loi ou telle de ses dispositions entre en vigueur à la date ou aux dates fixées par décret.