~~Date: 2023-12-01~~

~~ISO DIS 37001~~

~~ISO/TC 309~~

~~Anti-bribery management systems — Requirements with guidance for use~~

~~*Systèmes de management anti-corruption — Exigences et recommandations de mise en œuvre*~~

ISO/PRF 37001

ISO/TC 309

Secretariat: BSI

Date: 2024-12-20

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Systèmes de management anti-corruption — Exigences et recommandations de mise en oeuvre

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Foreword

ISO (the International Organization for Standardization) is a worldwide federation of national standards bodies (ISO member bodies). The work of preparing International Standards is normally carried out through ISO technical committees. Each member body interested in a subject for which a technical committee has been established has the right to be represented on that committee. International organizations, governmental and non-governmental, in liaison with ISO, also take part in the work. ISO collaborates closely with the International Electrotechnical Commission (IEC) on all matters of electrotechnical standardization.

The procedures used to develop this document and those intended for its further maintenance are described in the ISO/IEC Directives, Part 1. In particular, the different approval criteria needed for the different types of ISO document should be noted. This document was drafted in accordance with the editorial rules of the ISO/IEC Directives, Part 2 (see ~~www.iso.org/directives~~www.iso.org/directives).

ISO draws attention to the possibility that the implementation of this document may involve the use of (a) patent(s). ISO takes no position concerning the evidence, validity or applicability of any claimed patent rights in respect thereof. As of the date of publication of this document, ISO had not received notice of (a) patent(s) which may be required to implement this document. However, implementers are cautioned that this may not represent the latest information, which may be obtained from the patent database available at ~~www.iso.org/patents~~.www.iso.org/patents. ISO shall not be held responsible for identifying any or all such patent rights.

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For an explanation of the voluntary nature of standards, the meaning of ISO specific terms and expressions related to conformity assessment, as well as information about ISO's adherence to the World Trade Organization (WTO) principles in the Technical Barriers to Trade (TBT), see ~~www.iso.org/iso/foreword.html~~www.iso.org/iso/foreword.html.

This document was prepared by Technical Committee ISO/TC 309, *Governance of organizations*.

This second edition cancels and replaces the first edition (ISO 37001:2016), which has been technically revised.

The main changes are as follows:

— ~~— adding~~ subclauses were added on climate change and ~~on~~ stressing the importance of the compliance culture;

— ~~— addressing~~ conflicts of interest were addressed;

— ~~— clarifying~~ the concept of the anti-bribery function was clarified;

— ~~— harmonizing~~ the wording was harmonized with other standards where appropriate and reasonable~~.~~;

— ~~— introducing~~ the latest harmonized structure was introduced.

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Any feedback or questions on this document should be directed to the user's national standards body. A complete listing of these bodies can be found at ~~www.iso.org/members.html~~www.iso.org/members.html.

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Introduction

Bribery is a widespread phenomenon. It raises serious social, moral, economic and political concerns, undermines good governance, hinders development and distorts competition. It erodes justice, undermines human rights and is an obstacle to the relief of poverty. It also increases the cost of doing business, introduces uncertainties into commercial transactions, increases the cost of goods and services, diminishes the quality of products and services, which can lead to loss of life and property, destroys trust in institutions and interferes with the fair and efficient operation of markets.

Governments have made progress in addressing bribery through international agreements such as the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions[15][17] and the United Nations Convention against Corruption[14][16] and through their national laws. In most jurisdictions, it is an offence for individuals to engage in bribery and there is a growing trend to make organizations, as well as individuals, liable for bribery.

However, the law alone is not sufficient to solve this problem. Organizations have a responsibility to proactively contribute to combating bribery. This can be achieved by an anti-bribery management system, which this document is intended to provide, and through leadership commitment to establishing a culture of integrity, transparency, openness and compliance. The nature of an organization's culture is critical to the success or failure of an anti-bribery management system.

A well-managed organization is expected to have a compliance policy supported by appropriate management systems to assist it in complying with its legal obligations and commitment to integrity. An anti-bribery policy is a component of an overall compliance policy. The anti-bribery policy and supporting management system help an organization to avoid or mitigate the costs, risks and damage of involvement in bribery, to promote trust and confidence in business dealings and to enhance its reputation.

This document reflects international good practice and can be used in all jurisdictions. It is applicable to small, medium and large organizations in all sectors, including public, private and not-for-profit sectors. The bribery risks facing an organization vary according to factors such as the size of the organization, the locations and sectors in which the organization operates, and the nature, scale and complexity of the organization's activities. This document specifies the implementation by the organization of policies, procedures and controls which are reasonable and proportionate according to the bribery risks the organization faces. ~~Annex A~~Annex A provides guidance on implementing the requirements of this document.

Conformity with this document cannot provide assurance that no bribery has occurred or will occur in relation to the organization, as it is not possible to completely eliminate the risk of bribery. However, this document can help the organization implement reasonable and proportionate measures designed to prevent, detect and respond to bribery.

This document can be used in conjunction with other management system standards (e.g. ISO 9001, ISO 14001, ISO/IEC 27001, ISO 37301 and ISO 37002) and management standards (e.g. ISO 26000 and ISO 31000).

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Guidance for the governance of organizations is specified in ISO 37000 and requirements for a general compliance management system are specified in ISO 37301.

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Anti-bribery management systems — Requirements with guidance for use

1 Scope

This document specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-bribery management system. The system can be stand-alone or can be integrated into an overall management system. This document addresses the following in relation to the organization's activities:

— bribery in the public, private and not-for-profit sectors;

— bribery by the organization;

— bribery by the organization's personnel acting on the organization's behalf or for its benefit;

— bribery by the organization's business associates acting on the organization's behalf or for its benefit;

— bribery of the organization;

— bribery of the organization's personnel in relation to the organization's activities;

— bribery of the organization's business associates in relation to the organization's activities;

— direct and indirect bribery (e.g. a bribe offered or accepted through or by a third party).

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This document is applicable only to bribery. It sets out requirements and provides guidance for a management system designed to help an organization to prevent, detect and respond to bribery and comply with anti-bribery laws and voluntary commitments applicable to its activities.

The requirements of this document are generic and are intended to be applicable to all organizations (or parts of an organization), regardless of type, size and nature of activity, and whether in the public, private or not-for-profit sectors. The extent of application of these requirements depends on the factors specified in ~~4.1, 4.2 and 4.5.~~4.1, 4.2 and 4.5.

NOTE 1 See ~~Clause A.2~~Clause A.2 for guidance.

NOTE 2 The measures necessary to prevent, detect and mitigate the risk of bribery by the organization can be different from the measures used to prevent, detect and respond to bribery of the organization (or its personnel or business associates acting on the organization's behalf). ~~See A.8~~See A.8 for guidance.

2 Normative references

There are no normative references in this document.

3 Terms and definitions

For the purposes of this document, the following terms and definitions apply.

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ISO and IEC maintain terminology databases for use in standardization at the following addresses:

— ISO Online browsing platform: available at http://www.iso.org/obphttps://www.iso.org/obp

— IEC Electropedia: available at http://www.electropedia.org/https://www.electropedia.org/

3.1 3.1
bribery
offering, promising, giving, accepting or soliciting of an undue advantage of any value (which couldcan be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the *performance* (3.16)(3.16) of that person's duties

Note 1 to entry: The above is a generic definition. The meaning of the term "bribery" is as defined by the anti-bribery law applicable to the *organization* (3.2)(3.2) and by the anti-bribery *management system* (3.5)(3.5) designed by the organization.

3.2 3.2
organization
person or group of people that has its own functions with responsibilities, authorities and relationships to achieve its *objectives* (3.11)(3.11)

Note 1 to entry: The concept of organization includes, but is not limited to sole-trader, company, corporation, firm, enterprise, authority, partnership, charity or institution, or part or combination thereof, whether incorporated or not, public or private.

Note 2 to entry: If the organization is part of a larger entity, the term "organization" refers only to the part of the larger entity that is within the scope of the anti-bribery *management system* (3.5).(3.5).

3.3 3.3
interested party (preferred term)
stakeholder (admitted term)
person or *organization* (3.2)(3.2) that can affect, be affected by, or perceive itself to be affected by a decision or activity

Note 1 to entry: An interested party can be internal or external to the organization.

3.4 3.4
requirement
need that is stated and obligatory

Note 1 to entry: The core definition of "requirement" in ISO management system standards is "need or expectation that is stated, generally implied or obligatory". "Generally implied requirements" are not applicable in the context of anti-bribery management.

Note 2 to entry: "Generally implied" means that it is custom or common practice for the *organization* (3.2)(3.2) and *interested parties* (3.3)(3.3) that the need or expectation under consideration is implied.

Note 3 to entry: A specified requirement is one that is stated, e.g. in *documented information* (3.14).(3.14).

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