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**Sistemi vodenja za preprečevanje korupcije - Zahteve z napotki za uporabo**

Anti-bribery management systems - Requirements with guidance for use

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

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# DRAFT International Standard

# ISO/DIS 37001

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

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

ICS: 03.100.02; 03.100.01; 03.100.70

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CP 401 • Ch. de Blandonnet 8
CH-1214 Vernier, Geneva
Phone: +41 22 749 01 11
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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 documents 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).

Attention is drawn to the possibility that some of the elements of this document may be the subject of patent rights. ISO shall not be held responsible for identifying any or all such patent rights. Details of any patent rights identified during the development of the document will be in the Introduction and/or on the ISO list of patent declarations received (see www.iso.org/patents).

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For an explanation on 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 the following URL: www.iso.org/iso/foreword.html.

The committee responsible for this document is Technical Committee ISO/TC 309, *Governance of organizations*, Working Group 2, "Anti-bribery management systems."

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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] and the United Nations Convention against Corruption[14] 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.

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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 provides guidance on implementing the requirements of this document.

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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.

In this document, the following verbal forms are used:

— “shall” indicates a requirement;

— “should” indicates a recommendation;

— “may” indicates a permission;

— “can” indicates a possibility or a capability.

Information marked as “NOTE” is for guidance in understanding or clarifying the associated requirement.


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This document conforms to ISO's requirements for management system standards. These requirements include a harmonized structure, identical core text, and common terms with core definitions, designed to benefit users implementing multiple ISO management system standards. 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).

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.

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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.

NOTE 1 See 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 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.

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

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

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

**3.1**
**bribery**
offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could 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) 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) and by the anti-bribery *management system* (3.5) designed by the organization.

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

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**3.3**
**interested party** (preferred term)
**stakeholder** (admitted term)
person or *organization* (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.

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**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) and *interested parties* (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).

**3.5**
**management system**
set of interrelated or interacting elements of an *organization* (3.2) to establish *policies* (3.10) and *objectives* (3.11), as well as *processes* (3.15) to achieve those objectives

Note 1 to entry: A management system can address a single discipline or several disciplines.

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Note 2 to entry: The management system elements include the organization's structure, roles and responsibilities, planning and operation.

Note 3 to entry: The scope of a management system may include the whole of the organization, specific and identified functions of the organization, specific and identified sections of the organization, or one or more functions across a group of organizations.

**3.6**
**top management**
person or group of people who directs and controls an *organization* (3.2) at the highest level

Note 1 to entry: Top management has the power to delegate authority and provide resources within the organization.

Note 2 to entry: If the scope of the *management system* (3.5) covers only part of an organization, then top management refers to those who direct and control that part of the organization.

Note 3 to entry: Organizations can be organized depending on which legal framework they are obliged to operate under and also according to their size, sector, etc. Some organizations have both a *governing body* (3.7) and *top management* (3.6), while some organizations do not have responsibilities divided into several bodies. These variations, both in respect of organization and responsibilities, can be considered when applying the requirements in Clause 5.

**3.7**
**governing body**
person or group of people who have ultimate accountability for the whole organization (3.2)

Note 1 to entry: A governing body can be explicitly established in a number of formats including, but not limited to, a board of directors, supervisory board, sole director, joint and several directors, or trustees.

Note 2 to entry: ISO management system standards make reference to the term "top management" to describe a role that, depending on the standard and organizational context, reports to, and is held accountable by, the governing body.

Note 3 to entry: top management shall be the governing body in organizations that do not have a governing body separate from top management (see 3.6, note 3 to entry).

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**3.8**
**anti-bribery function**
person(s) with responsibility and authority for the operation of the anti-bribery *management system* (3.5)

**3.9**
**effectiveness**
extent to which planned activities are realized and planned results are achieved

**3.10**
**policy**
intentions and direction of an *organization* (3.2) as formally expressed by its *top management* (3.6) or its *governing body* (3.7)

**3.11**
**objective**
result to be achieved

Note 1 to entry: An objective can be strategic, tactical, or operational.

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Note 2 to entry: Objectives can relate to different disciplines (such as finance, sales and marketing, procurement, health and safety, and environment). They can be, for example, organization-wide or specific to a project, product or *process* (3.15)).

Note 3 to entry: An objective can be expressed in other ways, e.g. as an intended result, as a purpose, as an operational criterion, as an anti-bribery objective or by the use of other words with similar meaning (e.g. aim, goal, or target).

Note 4 to entry: In the context of anti-bribery *management systems* (3.5), anti-bribery objectives are set by the *organization* (3.2), consistent with the anti-bribery *policy* (3.10), to achieve specific results.

**3.12**
**risk**
effect of uncertainty

Note 1 to entry: An effect is a deviation from the expected — positive or negative.

Note 2 to entry: Uncertainty is the state, even partial, of deficiency of information related to, understanding or knowledge of, an event, its consequence, or likelihood.

Note 3 to entry: Risk is often characterized by reference to potential events (as defined in ISO Guide 73) and consequences (as defined in ISO Guide 73), or a combination of these.

Note 4 to entry: Risk is often expressed in terms of a combination of the consequences of an event (including changes in circumstances) and the associated likelihood (as defined in ISO Guide 73) of occurrence.

**3.13**
**competence**
ability to apply knowledge and skills to achieve intended results

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**3.14**
**documented information**
information required to be controlled and maintained by an *organization* (3.2) and the medium on which it is contained

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Note 1 to entry: Documented information can be in any format and media, and from any source.

Note 2 to entry: Documented information can refer to:

— the *management system* (3.5), including related *processes* (3.15);

— information created in order for the organization to operate (documentation);

— evidence of results achieved (records).

**3.15**
**process**
set of interrelated or interacting activities that uses or transforms inputs to deliver a result

Note 1 to entry: Whether the result of a process is called an output, a product or a service depends on the context of the reference.

**3.16**
**performance**
measurable result

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