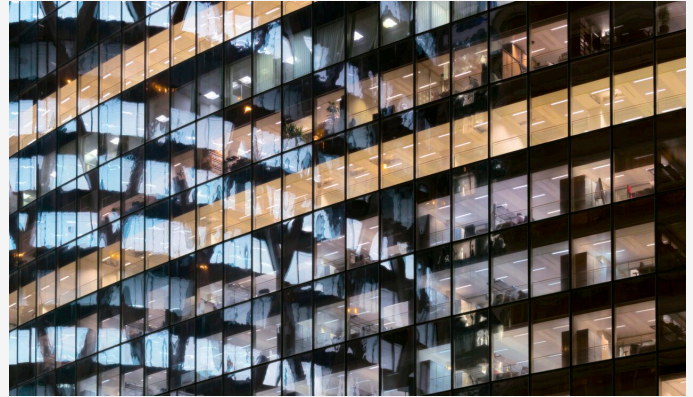


## SERVICE

# Anti-corruption and Bribery

Our team helps organizations doing business in Canada to identify, assess and proactively mitigate their anti-corruption and bribery risk.



## Related Expertise

- [Capital Markets Regulatory Enforcement](#)
- [Competition/Antitrust](#)
- [Corporate Governance](#)
- [International Trade and Investment](#)
- [Regulatory Investigations](#)
- [Risk Management and Crisis Response](#)

The financial, business and reputational repercussions of failing to have effective anti-corruption policies and compliance programs in place are significant and could include criminal charges, hefty fines and lost revenue to individuals and organizations doing business in Canada.

## What businesses need to know

### Canadian legislation and enforcement

Canadian businesses must comply with Canadian legislation requiring foreign and domestic anti-corruption compliance, including the *Corruption of Foreign Public Officials Act* (CFPOA), which makes it an offence in Canada to engage in corrupt behavior overseas. The Canadian *Criminal Code* and other laws also apply severe penalties to individuals, Canadian organizations and any organizations doing business in Canada that engage in corrupt behaviour domestically. *These laws in many cases apply whether or not the individual or entity is Canadian.*

Canada has faced increasing international pressure in recent years to ramp up enforcement of its anti-corruption laws. The province of Québec has already significantly expanded its anti-corruption enforcement, with the establishment of the Unité permanente anticorruption (UPAC) and the Charbonneau Commission.

### U.S. legislation and enforcement

Companies doing business in the United States or listed on U.S. exchanges must comply with the U.S. *Foreign Corrupt Practices Act* (FCPA), which makes it an offence in the United States to engage in corrupt behavior overseas. U.S. anti-corruption enforcement has increased dramatically in recent years, with fines routinely in the hundreds of millions of dollars and the majority of regulatory actions *being against non-U.S. companies*. As the FCPA applies to foreign companies operating in the U.S. or traded on U.S. exchanges, Canadian companies may face liability from U.S. regulators.

## Legal requirements and non-compliance repercussions

Effective anti-corruption compliance requires Canadian companies to set a “tone at the top” to promote a culture of compliance, and companies may be held criminally liable for the acts of their employees. As well, company managers, officers and directors may be held personally liable for actions of the company when found to be complicit in or willfully blind to a corruption scheme.

## How we can help you

Osler’s Anti-corruption Group helps organizations that do business in Canada to identify, assess and proactively mitigate their anti-corruption and bribery risk by developing and implementing compliance policies and procedures, assessing and enhancing existing compliance programs, and conducting and responding to internal and regulatory investigations.

Our team draws on our national specialists across a broad range of expertise and works with directors, in-house counsel and senior executives to proactively manage risk and respond to any actual or potential crisis situation.

We work regularly with domestic and international firms in a variety of industries, including mining, oil and gas, engineering and construction, transportation, shipping, financial services, investment, banking and securities as well as with sovereign wealth funds and private equity funds.

## Prevention and remediation

We can help you to develop an effective compliance program and can assist with strategies to improve your overall corporate governance oversight. We can also provide your company with the following tools and services:

- **Anti-corruption compliance and whistleblower policies:** We have developed a number of robust and effective policies addressing areas of exposure under Canadian law and will tailor these to the unique needs and context of your company’s business.
- **Risk audit:** We can conduct an audit of your organization’s anti-corruption risk and work with you to assess, enhance and remediate your existing compliance policies to meet the standard of today’s enforcement climate.
- **Anti-corruption training:** We have developed and delivered management and company-wide training programs to help businesses set the necessary tone for implementing effective anti-corruption compliance across their organizations.

## Investigation and defence support

We have extensive experience responding to whistleblower reports and regulatory and enforcement authorities, including subpoena and search warrant response and internal and regulatory investigations.

Recent past work in this area includes the following:

- an internal investigation on behalf of a company in the **power sector** that sold its products around the world through agents. Under Osler's guidance, the company implemented a robust anti-corruption compliance program, including certification and annual training.
  - an internal and regulatory investigation into anti-corruption compliance for a company in the **extractive resources industry** following receipt of a whistleblower report containing allegations of violations in a number of foreign jurisdictions.
  - an internal investigation for the **Canadian subsidiary of a U.S. corporation in the industrial sector** in response to a whistleblower claim related to the alleged payment of secret commissions to government officials.
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## Key Contacts



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