

# THE BRIBERY ACT 2010

Company Policy Statement	AGREED WITH LLP MEMBERS
Designated Responsible Person	OPERATION DIRECTOR
Visi Map of The Bribery Act Components	OVERVIEW
Directors Guidance Notes	CONFIRMED
Risk Assessment	SUBJECT TO ANNUAL REVIEW
Communication Strategy	IMPLEMENTED
Web Statement	ENACTED
Register of Gifts and Compliance	IMPLEMENTED
Action Plan	AGREED AND IMPLEMENTED

## **COMPANY POLICY STATEMENT**

### **Mamarine.com LLP** [Limited Liability Partnership]

#### **The Bribery Act 2010**

#### ***Compliance Policy, Practices and Procedures***

1. This document (“the Policy”) has been approved by the Partners at their meeting on 30<sup>th</sup> January 2012 and describes the policy of the partnership together with the practices and procedures to be followed in order to comply with section 7 of the Bribery Act 2010.
2. It is an offence under section 7 for a “relevant commercial organisation” such as the partnership to fail to prevent bribery. In this context it is liable if a person associated with it (a partner, an employee, an agent) commits an act of bribery whether that person is prosecuted or not.
3. It is, however, a defence to any such criminal allegation to show, on a balance of probabilities, that the organisation nevertheless had adequate procedures in place to prevent persons associated with it from bribing.
4. This policy describes the measures this Partnership has adopted and has put into place. It came into force on 1<sup>st</sup> February 2012 and applies to all acts done by or on behalf of the partnership thereafter.

#### **MISSION STATEMENT**

5. **Mamarine is committed to running a professional charter business free from discreditable behaviour of any kind. It is particularly committed to Principle 2 of the Guidance given under the Bribery Act by the Ministry of Justice, that is, to prevent bribery by persons associated with it.**

6. In order to prevent the unwitting engagement in behaviour which might raise the suspicion of bribery and to prevent any associated person purporting to act on its behalf in a manner that brings suspicion on the partners and employees, the following measures have been adopted as appropriate and proportionate to the risks it faces. They will be enforced by top level commitment to communicate and disseminate the Policy of Mamarine, by holding regular briefings, training sessions with employees / freelance crews. We have adopted a Zero tolerance to and disciplinary measures will be taken for any breach. Any resources that are required to implement any compliance measures are to be made available.

## **MANAGEMENT**

7. The responsibility for compliance of this policy rests with the top level of management (Operations Director) who will exercise oversight, make assessments of risk, deal with decisions where potential for bribery exists, receive and investigate reports of bribery and supervise the measures put in place to prevent bribery.
8. The daily overall responsibility for the compliance with the Bribery Act and the implementation of the policy rests with the Operations Director, and the Company Secretary. They will consult on any matter where the possibility of unlawful acts could arise.
9. It shall be a condition of the contract of employment of all employees that they shall at all times observe the requirements of this policy.
10. The Directors, employees and freelance crews shall report any attempt at bribery which comes to their attention, whether it consists of an approach to one of them or an act done by an associated third party. In the first instance the report should be made to the Operations Director or the Company Secretary
11. Under no circumstances should a person who reports a suspicion of bribery be subject to victimisation for making a bon fide report, whether or not the suspicion turns out to be justified.

## **ASSESSMENT OF RISK**

12. The Directors are governed by a strict code of conduct and the employees/freelance crews act upon instructions and are chosen for their integrity as well as ability. As such the general assessment of the risk of committing an offence under the Act is very low.
  
13. The risk of falling foul of a section 6 offence, of bribing a foreign official or of extra-territorial offences is unlikely to arise as all charter activities take place in the UK – low risk area.
  
14. However:
  - a. In relation to occasions on which hospitality is offered or accepted by Directors or employees issues may arise as to the line between a proper public relations exercise
  
  - b. An intention to induce improper performance of a relevant function;
  
  - c. In relation to awarding of contracts for services the partnership has provisions for competitive tendering in place. However, as an additional requirement and as a requirement in awarding contracts which are not required to go out to tender, an issue of bribery might arise – low risk by nature of Chartering.
  
  - d. In relation to the awarding of maintenance work it is unlikely to arise as to the competitive nature and number of contractors able to carry out any works on our vessel.
  
  - e. In relation to charitable and political donations care should be exercised to avoid the suggestion of soliciting favours.
  
15. The assessment of the Mamarine's exposure to external and internal risks of bribery will be assessed annually and documented in a report to the annual general meeting of the partnership.

## **HOSPITALITY**

16. General Statement – Mamarine’s business is that of a provider of Hospitality and it is unlikely that they will be a recipient of hospitality.
  
17. Promotional expenditure which seeks to improve the image of the Mamarine, to establish cordial professional relationships with Marine Regulators (MCA etc), Agents, Corporate Event Organisers and to maintain them so as not to be unlawful and for them to be reasonable and proportionate.
  
18. In order to make an assessment of any particular hospitality event which is to be offered to a client or prospective client the operations director will have to be supplied with information. This will include the cost and nature of the hospitality, the name and details of the person to be entertained and the purpose of the event. He will be required to approve the event or make suggestions for modifying it.
  
19. In the event that a director/employee is invited to an event a similar procedure should be adopted.

## **CONTRACTS WITH CLIENTS**

20. No fees over and above proper charter fees agreed in advance for chartering work done may be accepted. No payment may be made to the client for the award of a contract for services.

## **SUBCONTRACTING**

21. In subcontracting charter work to agents no fee should be sought or accepted for awarding a contract to a subcontractor.

### **THIRD PARTIES**

22. A third party should be engaged to act on behalf of Mamarine in a manner consistent with this policy. The terms of engagement should be written down and refer to this policy.
23. Due diligence checks carried out on prospective contractors ought to include, where appropriate, an assessment of their ethical conduct.

### **CHARITABLE AND POLITICAL DONATIONS**

24. Donations of a charitable or political nature must be approved by a full partners meeting and be subject to a prior audit to ensure that there can be no suspicion that any advantage could be thought to accrue to the firm or any of its partners or employees.

### **COMMUNICATION**

25. A copy of this policy will be available on the public area of the website. Reference will be made to it in the client care documents provided to clients, contracts with suppliers and agents.

### **TRAINING**

26. Staff employed by Mamarine will be required to undergo regular training in the terms of the Bribery Act and the requirements described in this document it shall be a term of the contracts of employment that such training should be undertaken.
27. A copy of the up to date guidance given by the Ministry of Justice under section 9 of the Act will be available on the internet for consultation. (<http://www.justice.gov.uk/downloads/guidance/making-reviewing-law/bribery-act-2010-guidance.pdf>)
28. Any director, member of staff should be able to approach the operations director in absolute confidence in order to receive advice as to their conduct or to report a matter to concern which relates to bribery.

## **REVIEW AND AMENDMENTS**

29. In drafting this policy regard was had to the guidance issued under section 9 of the Bribery Act.
30. The partners will keep this policy under review and make amendments to it as appropriate and in the light of further guidance issued under section 9 of the Bribery Act.

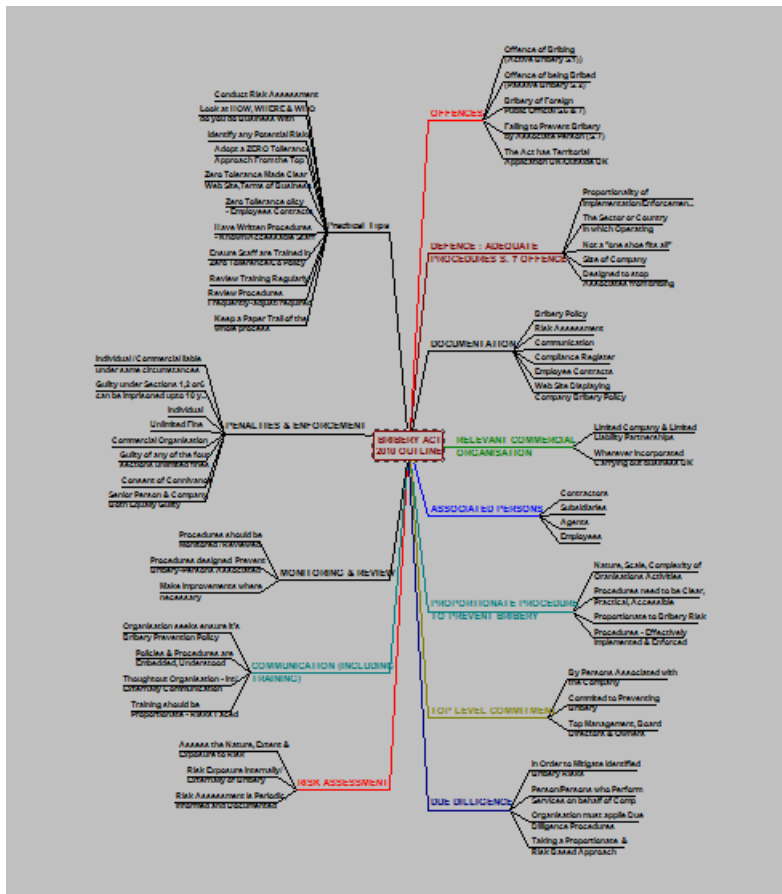
## **Designated Responsible Person**

**John McKenzie Operations Director Mamarine.com Llp**

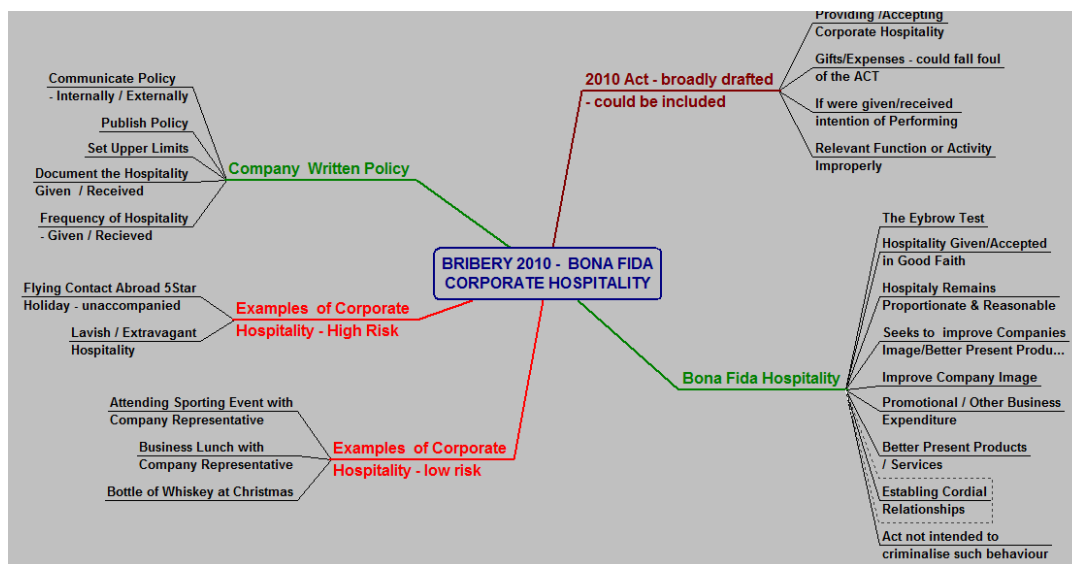
**31 January 2012**

Mamarine have adapted this policy template and acknowledges and thank Owen Davies QC, Barrister, Garden Court Chambers the author of this template. Owen Davies has kindly made this available for solicitors /other professionals to use /adapt free of charge to help ensure compliance with the Bribery Act 2010 - 5 May 2011

## Visi Map of Components of the Bribery Act 2010



## Visi Map of Hospitality as defined by the Bribery Act 2010



## **Directors Guidance Notes Bribery Act 2010**

The Bribery Act 2010 presents real and significant liability risks to individuals, directors and companies. Falling foul of the legislation can result in:

**Fine and imprisonment for individuals and directors, with a maximum penalty of 10 years following conviction. Companies incorporated, or doing business in, the UK, face unlimited fines under the strict liability regime created by an offence of failing to prevent bribery should someone within the organisation pay a bribe.**

The only defence to this strict liability offence is that there were “adequate procedures” in place to prevent bribery. Guidance from the government around what “adequate procedures” may be, due for publication in July, is generally expected to set out only general principles for anti-bribery and not provide detailed descriptions of anti-bribery policies and procedures.

For a director, who has both personal and corporate liability to contend with, knowledge and understanding of the new Act is essential? You will need to know what the offences under the Act are, what exactly constitutes a bribe, what is meant by “improper performance” and “relevant expectation”, the jurisdictional reach, and your responsibility for the actions of others. Armed with that knowledge, you will be better placed to conduct a risk assessment of your exposure and put in place policies and procedures that truly mitigate it.

The general nature of the government guidance around “adequate procedures” means that it will be extremely difficult to adopt “compliance to bribery act” based approach to policies and procedures.

Basing them around international standards and best practice on ethical business practice, as advocated by Transparency International, OECD, and various other government and law enforcement bodies, is more likely to give you the protection you require.

Directors should consider the following:

- Undertake up skilling for the senior management team
- Seek advice where appropriate Appoint a “champion” at the appropriate senior level to oversee your response to the new legislation
- Conduct a risk analysis looking at your operations, people, geographical spread, and structure
- Review and revise your policies and procedures ensuring an “ethical” as well as “compliance” approach
- Develop an action plan and implementation program, including monitoring and review
- Ensure adequate training across the organisation

<b>RISK ASSESSMENT</b>				
Activity	High Risk	Medium Risk	Low Risk	No Risk
<b>Corporate Hospitality Provision as a Charter Company</b>			x	
Invoiced and agreed within standard terms/conditions				x
Non invoiced cash transaction charters	x			
“Personal “ use charters invoiced to a Company	x			
Charters for other than invoice purpose*		x		
Provision of Charters with inducements /benefits*		x		
Mischarging of VAT for personal /client gain	x			
<b>Hospitality Received as a Company (all to be recorded)</b>				
Unaccompanied Lavish Entertaining / Flights / Hotels	x			
Accompanied Hospitality Flights/Hotels			x	
Accompanied Hospitality Attending Events			x	
<b>Crew</b>			x	
Normal Agreed Contracted Terms & Conditions			x	
Cash / Unrecorded Transactions to secure “favour”	x			
Undeclared Fees for services		x		
<b>Agents</b>		x		
Introducer Fees paid to the company			x	
Introducer Fees paid to individuals (Cash)		x		
Introducers paid without being recorded	x			
<b>Event Introducers</b>				
Introducer Fees			x	
Introducer Fees paid to individuals (Cash)		x		
Introducers paid without being recorded		x		
<b>Company Gifts</b>				
Christmas Gifts up to £30			x	
Christmas Gifts over £30		x		
Thank you gifts up to £30			x	
Agent Inducement Gifts to provide bookings	x			
Gift Proportionate to business undertaken by value*		x		
<b>Service Providers</b>				
Marina Officials – to achieve preferential treatment	x			
Marina Officials – Berths formally booked i.e. email etc			x	
Boat Service Providers – Boat Lifts/Engineering/Repairs	x	x	x	x
<b>Boating Regulators</b>				
Circumnavigation of Regulations offering inducements	x			
Bribing an official of MCA/Other Regulators	x			
<b>Offering Gifts above £30 to any public official</b>	x			

## Communication Strategy

To communicate the values and standards of Mamarine

### MISSION STATEMENT

Mamarine is committed to running a professional charter business free from discreditable behaviour of any kind. It is particularly committed to Principle 2 of the Guidance given under the Bribery Act by the Ministry of Justice, that is, to prevent bribery by persons associated with it.

In order to prevent the unwitting engagement in behaviour which might raise the suspicion of bribery and to prevent any associated person purporting to act on its behalf in a manner that brings suspicion on the partners and employees of Mamarine, the following measures have been adopted as appropriate and proportionate to the risks it faces:

Commitment to communicate and disseminate the Policy of Mamarine, by holding regular briefings, training sessions with employees / freelance crews. Adoption of procedures, policies, risk based assessments to deliver the spirit of the 2010 Bribery Act

**Mamarine has adopted a Zero tolerance approach to Bribery and the adherence to the values and standards we seek to be as a professional corporate boating events company**

### Communication

The communication of our business ethic and values will be the core principle guiding us in the compliance with the letter and spirit of the 2010 Bribery Act

*Agents / Corporate Event Companies*

*Corporate Clients (Existing/New)*

*Crew*

*Suppliers*

*Web Customers*

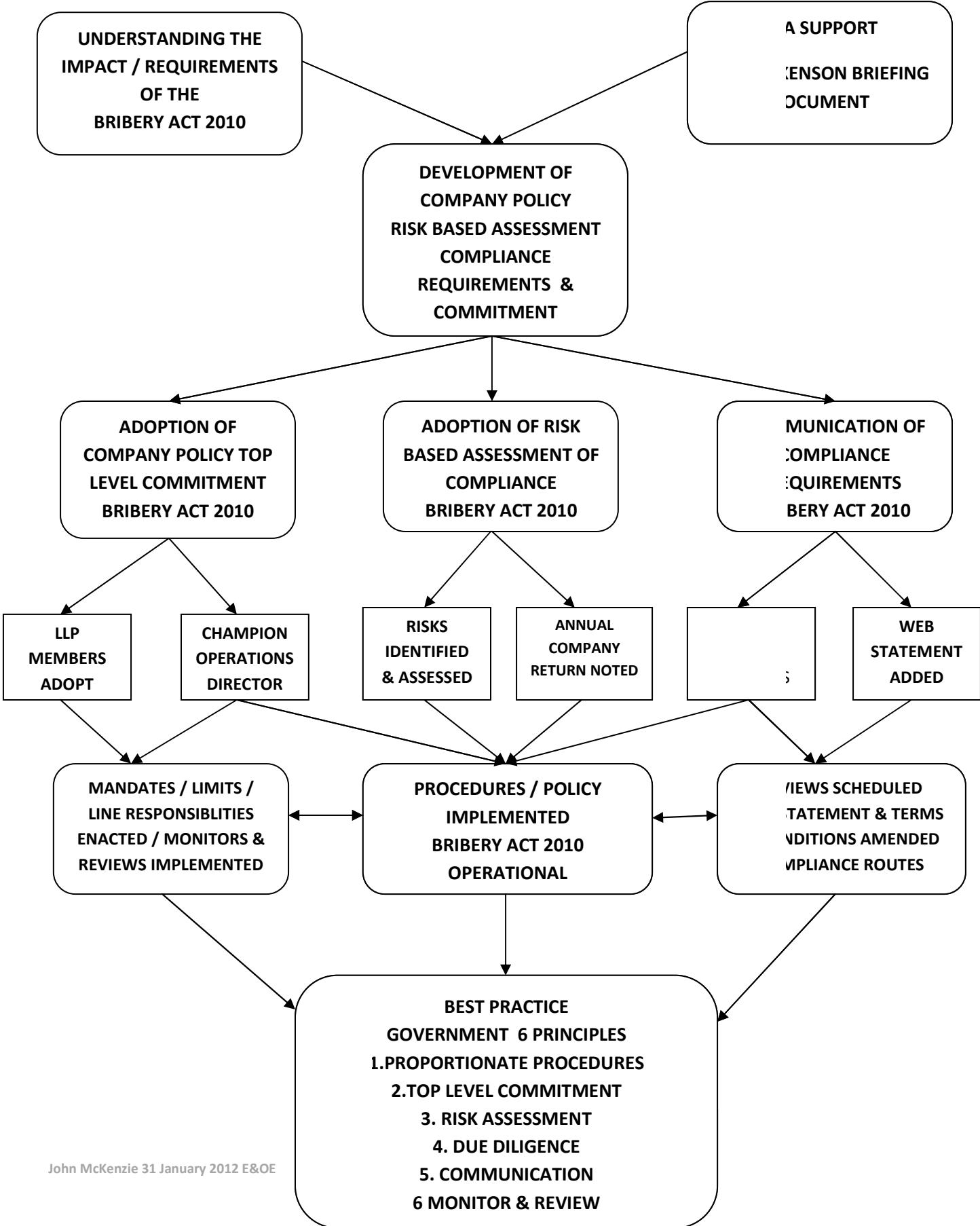
*Web Statement*

A diagram consisting of six lines on the left, each originating from a text label and pointing towards a single arrowhead on the right. The labels are: Agents / Corporate Event Companies, Corporate Clients (Existing/New), Crew, Suppliers, Web Customers, and Web Statement. The arrowhead points to a rectangular box containing the following text: erance to Bribery, ment to letter/spirit, res to support business, y Values & Ethical, ls of trading, of Value to our clients.

erance to Bribery  
ment to letter/spirit  
res to support business  
y Values & Ethical  
ls of trading  
of Value to our clients



COMPANY ACTION PLAN



# THE BRIBERY ACT 2010

## The six principles

The Government considers that procedures put in place by commercial organisations wishing to prevent bribery being committed on their behalf should be informed by six principles. These are set out below. Commentary and guidance on what procedures the application of the principles may produce accompanies each principle.

These principles are not prescriptive. They are intended to be flexible and outcome focussed, allowing for the huge variety of circumstances that commercial organisations find themselves in. Small organisations will, for example, face different challenges to those faced by large multi-national enterprises. Accordingly, the detail of how organisations might apply these principles, taken as a whole, will vary, but the outcome should always be robust and effective anti-bribery procedures.

- 1. Proportionate Procedures**
- 2. Top Level Commitment**
- 3. Risk Assessment**
- 4. Due Diligence**
- 5. Communication (including Training)**
- 6. Monitor & Review**