



NICKEL INSTITUTE ANTI-BRIBERY AND ANTI-CORRUPTION POLICY¹

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1 POLICY STATEMENT

- 1.1 The Nickel Institute (the “**Institute**”) is committed to conducting business transparently, honestly and with integrity. Therefore, it is important that the Institute complies with and conducts its business in accordance with applicable anti-bribery and anti-corruption laws.
- 1.2 The Institute will abide by the laws countering bribery and corruption in all of the jurisdictions in which the Institute operates or conducts its business. This includes, and is not confined to, those countries where the Institute has offices.
- 1.3 It is important to remember that even if the country in which an act of bribery takes place does not have anti-bribery laws which catch the relevant action, it is possible that the laws of another country may still apply. Although penalties may differ across the different jurisdictions in which the Institute operates, bribery (or even the perception or an allegation of it):
 - 1.3.1 will damage the Institute’s reputation as a representative organisation;
 - 1.3.2 could cost the Institute significant amounts of money both in respect of potential fines and time in dealing with such issues; and/or
 - 1.3.3 result in the Institute losing its ability to speak on behalf of its members or represent the nickel industry, or being blacklisted and its members being excluded from tendering for public contracts.
- 1.4 The Institute is committed to:
 - 1.4.1 upholding anti-bribery and anti-corruption laws that apply to the Institute;
 - 1.4.2 not making bribes, or condoning the offering of bribes on the Institute’s behalf, so as to gain a business advantage either for the Institute or its members;
 - 1.4.3 not accepting bribes, or agreeing to them being accepted on the Institute’s behalf in order to influence business;
 - 1.4.4 making sure that the Institute’s directors, officers, employees, consultants, members and others with whom the Institute deals know the Institute’s principles;

- 1.4.5 avoiding doing business with or affiliating the Institute with others who do not accept the Institute's values and who may harm the Institute's reputation; and
- 1.4.6 ongoing monitoring and auditing compliance with these principles.
- 1.5 The purpose of this policy is to:
 - 1.5.1 set out the Institute's responsibilities, and the responsibilities of those working for or with the Institute in observing and upholding the Institute's position on bribery and corruption;
 - 1.5.2 ensure that the Institute has adequate procedures in place to prevent bribery and corruption;
 - 1.5.3 provide information and guidance to those working for or with the Institute on how to recognise and deal with bribery and corruption issues; and
 - 1.5.4 protect the Institute against the possible penalties and repercussions resulting from acts of bribery and corruption or being associated with such behaviour.
- 1.6 Only the President, members of the Institute's management committee, employees, seconded personnel, technical and other consultants authorised to speak on behalf of the Institute, are authorised to represent, act or speak publically on behalf of the Institute.
- 1.7 Unless specifically authorised to do so by the Executive Committee or the President, the directors (including the Chairman or Vice-Chairman) of the Institute, employees or representatives of member companies involved in committees, working groups and task forces of the Institute are not authorised to represent, act or speak on behalf of the Institute.
- 1.8 When speaking outside a board meeting of the Institute, all member companies (including their employees and representatives) and any directors appointed by a member company to the Institute will be deemed to be speaking on behalf of and representing their own member company and not the Institute or its other members.

2 TO WHOM DOES THIS POLICY APPLY?

2.1 This policy applies to the President, members of the Institute's Management Committee, employees (whether permanent, fixed-term or temporary), seconded personnel or agency staff, technical and other consultants, agents, sponsors, contractors, the directors of the Institute, employees or representatives of member companies involved in committees, working groups and task forces of the Institute or any other person associated with or acting on behalf of the Institute, wherever located (collectively referred to as "**representatives**" in this policy).

3 WHO IS RESPONSIBLE FOR THE POLICY?

3.1 The Board of Directors has overall responsibility for ensuring this policy complies with the Institute's legal and ethical obligations, and that all those under the control of the Institute comply with it.

3.2 The Institute shall appoint a Compliance Officer who is primarily responsible for implementing this policy.

3.3 The Compliance Officer has day-to-day responsibility for monitoring the use and effectiveness of this policy and dealing with any queries on its interpretation. The management team at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

4 WHAT IS BRIBERY?

4.1 Bribery is the most common form of corruption and can be broadly defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement or reward for an action which is illegal or a breach of trust.

4.2 Although many people think of bribery as giving someone cash, it can take many other forms including non-cash gifts, lavish entertainment or hospitality or even simply doing someone a favour.

4.3 Bribery takes place if someone is given a gift, donation, discount or cash incentive or is taken out for particularly lavish hospitality and that in doing so the giver of such items has done so with the intention of inducing or rewarding

someone to behave improperly or not to perform their function correctly or in good faith.

- 4.4 It is important to remember that in most cases it will be irrelevant whether the bribe was accepted or not; merely offering the bribe will usually be sufficient for an offence to be committed.
- 4.5 Bribery can be direct (e.g. you give a bribe to someone) or indirect (e.g. you get someone else to give a bribe to another person).
- 4.6 There are set out in the Schedule to this policy some examples of risk scenarios which representatives may possibly encounter which could expose them to situations where bribery could take place.

5 **WHAT IS NOT PERMITTED?**

- 5.1 Bribery and corruption can take many forms and it is important to understand what is expected in this regard.
- 5.2 It is not permitted for you (or someone on your behalf) to:
 - 5.2.1 give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
 - 5.2.2 give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;
 - 5.2.3 accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
 - 5.2.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Institute in return;
 - 5.2.5 threaten or retaliate against any other representatives who has refused to commit a bribery offence or who has raised concerns under this policy; or
 - 5.2.6 engage in any activity that might lead to a breach of this policy.

- 5.3 In this policy, **“third party”** means any individual or organisation you come into contact with during the course of your work for or with the Institute, and includes actual and potential member companies, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 5.4 In addition to the guidance on specific issues set out below, you may find it helpful to think about the following questions before you give or offer something in the course of acting on behalf of or in association with the Institute. If the answer to any of these questions is “yes” or “I don’t know” then what you are doing could be, or could be viewed as, a bribe and you should speak to the Compliance Officer:
- 5.4.1 Am I doing this to try to improperly influence a decision someone is going to make?
 - 5.4.2 Do I feel that I cannot openly record this in the Institute’s books and records?
 - 5.4.3 Does the person who I am giving or offering this to want it to be kept a secret?
 - 5.4.4 If this became public information, could it harm the reputation of the Institute?
 - 5.4.5 If the other person accepts this, will they feel obligated to do something in return?
 - 5.4.6 Is this against local law?
- 5.5 As gifts, entertainment, charitable contributions, sponsorship, political contributions and favours are relatively common and generally accepted practice in business, it is important that you abide by this policy because it is possible for all of these acts to constitute, or be perceived as, bribes.

6 **FACILITATION PAYMENTS AND KICKBACKS**

- 6.1 The Institute does not make, and will not accept, facilitation payments or “kickbacks” of any kind.

- 6.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Kickbacks are typically payments made in return for a business favour or advantage and can include discounts or other types of cash incentives.
- 6.3 All representatives must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by or on behalf of the Institute.
- 6.4 If asked to make a payment on the Institute's behalf, always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Always ask for a receipt which details the reason for the payment and evidences that the payment went directly to the appropriate payee who provided the goods or services. Any suspicions, concerns or queries regarding a payment should be raised with the Compliance Officer.

7 GIFTS AND HOSPITALITY

- 7.1 The practice of giving business gifts and taking part in corporate hospitality or undertaking speaking engagements varies between countries, regions and industries. What may be normal and acceptable in one may not be in another.
- 7.2 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable rather than lavish and extraordinary; bearing in mind that what may normally be viewed as small or insignificant in some countries can be of significant value in another. The intention behind the gift should always be considered and nothing should be specifically expected or demanded in return.
- 7.3 The giving or receipt of gifts and corporate hospitality or entertainment is not prohibited, if the following requirements are met:
 - 7.3.1 it is not done with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - 7.3.2 it complies with local law (remember that exchanging a gift or carrying out some form of hospitality outside the UK does not take the Institute's activities outside the scope of the Act);

- 7.3.3 it does not include cash or a cash equivalent;
 - 7.3.4 taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time;
 - 7.3.5 it is given openly, not secretly; and
 - 7.3.6 gifts or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Officer.
- 7.4 If you wish to offer or receive any gift, corporate hospitality or entertainment with a value in excess of US\$250² (or the equivalent local currency) you must record it in the Institute's registers for this purpose which will be maintained by the Compliance Officer and you may only proceed with this activity with the prior approval of the Institute's Compliance Officer.
- 7.5 The frequency with which gifts, corporate hospitality and/or entertainment are provided to a single individual or organisation may become lavish and extraordinary when viewed together over time.

8 CHARITABLE CONTRIBUTIONS

- 8.1 Any charitable contributions made or offered on behalf of the Institute must:
- 8.1.1 not be related to, dependent on, or made in order to win or influence, a business deal or decision;
 - 8.1.2 be given directly to the relevant charity and not to an individual; and
 - 8.1.3 only be given with the prior consent of the Compliance Officer.
- 8.2 The Institute will conduct checks to ensure that the recipient of any charitable contribution is a legitimate and (if required under local laws) registered charity. The recipient will need to provide a receipt for the contribution together with a statement of what it will be used for.

² Subject to annual review and adjustment by the Executive Committee, as appropriate

9 **POLITICAL DONATIONS**

- 9.1 The Institute does not make any contributions to government officials or agents, politicians or political parties.
- 9.2 Representatives must not make or offer any political contributions or donations on behalf of the Institute.
- 9.3 If undertaking any such activity all representatives will be deemed to be acting in their personal capacity or that of representing their own corporate organisation and not on behalf of the Institute.

10 **YOUR RESPONSIBILITIES**

- 10.1 All personnel must ensure that they have read, understood and comply with this policy.
- 10.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all representatives. All representatives are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 10.3 You must notify the Compliance Officer as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a public official or potential customer offers you something to gain a business advantage with or through association with the Institute, or indicates to you that a gift or payment is required to secure business for the Institute or its members. Further “red flags” that may indicate bribery or corruption are set out in Schedule A.
- 10.4 Any employee of the Institute who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.
- 10.5 The Institute reserves its right to terminate contractual relationships with representatives if they breach this policy.

11 **RECORD-KEEPING**

- 11.1 The Institute must keep financial records and have appropriate internal controls in place which will evidence the business reason for any payments made to third parties.

11.2 Representatives must ensure that all expenses claims relating to hospitality, gifts, speaking engagements or expenses incurred are submitted in accordance with the Institute's expenses policy and specifically record the reason for the expenditure.

11.3 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

12 **HOW TO RAISE A CONCERN**

All personnel are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Compliance Officer

13 **WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION**

It is important that you tell the Compliance Officer as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity when acting on behalf of or in association with the Institute.

14 **PROTECTION**

14.1 Representatives who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Institute encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

14.2 The Institute is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Officer immediately. If the matter is

not remedied, and you are an employee, you should raise it formally with the President or Secretary.

15 **TRAINING, COMMUNICATION, AND DUE DILIGENCE**

15.1 Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy.

15.2 The Institute's robust approach to bribery and corruption must be communicated to all third parties at the outset of the Institute's business relationship with them and as appropriate thereafter. The Institute will have a program for doing due diligence in respect of such third parties (e.g. inquiring whether such third parties have their own statement of business principles or code of conduct).

16 **MONITORING AND REVIEW**

16.1 The Compliance Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

16.2 All representatives are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

16.3 Representatives are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.

16.4 This policy may be amended at any time notwithstanding any provision in any employee's contract of employment.

SCHEDULE "A"

Potential Risk Scenarios: "Red Flags"

- 1 The following is a list of possible red flags that may arise during the course of any representative working for, on behalf of or in association with the Institute and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for, on behalf of or in association with the Institute, you must promptly report them promptly to the Compliance Officer:
 - 1.1 you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
 - 1.2 you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them;
 - 1.3 a third party:
 - 1.3.1 insists on receiving a commission or fee payment before committing to sign a contract with the Institute, or carrying out a government function or process for the Institute;
 - 1.3.2 requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
 - 1.3.3 requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - 1.3.4 requests an unexpected additional fee or commission to "facilitate" a service;
 - 1.3.5 demands lavish entertainment or gifts before commencing or continuing negotiations or discussions on a matter;
 - 1.3.6 requests that a payment is made to "overlook" potential legal violations;
 - 1.3.7 requests that you provide employment or some other advantage to a friend or relative;

- 1.4 you learn that a colleague has been taking out a particular government official for very expensive and frequent meals;
- 1.5 you receive an invoice from a third party that appears to be non-standard or customised;
- 1.6 you notice that the Institute has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 1.7 a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Institute; or
- 1.8 you are offered an unusually generous gift or offered lavish hospitality by a third party.