



## Project Professionals Group Pty. Ltd.

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### **FOREIGN CORRUPT PRACTICES ACT POLICY** **for** **PROJECT PROFESSIONALS GROUP PTY. LTD.**

#### **1.0 Purpose and Scope of this Manual**

The purpose of this Policy is to ensure compliance by Project Professionals Group Pty. Ltd. (referred to throughout this document as "PPG") and its member representatives with the Australian Foreign Corrupt Practices Act ("FCPA") and related laws of other countries in which PPG and its members conduct their business. It is PPG's policy to comply not only with the letter but with the spirit of the FCPA. All employees of PPG and its members must refrain from any acts which are prohibited by this law or any other related law.

#### **1.1 Overview**

PPG is accredited to ISO9001:2008 Quality Systems Standard and is an Australian registered company based in Brisbane which operates as a project forwarding/shipping and logistics planning, management consultant membership organisation on a worldwide basis. PPG and its members offer total transportation and logistics solutions for the movement of a wide range of cargoes which may be transported by road, rail, sea and/or air on either a domestic or global basis. Project forwarding/shipping - a service for national and/or international movement of equipment for projects on a complete "turnkey" basis - is also handled by PPG is also a global networking organisation which arranges annual conferences, education programs, exhibition attendances, advertising and marketing on behalf of its members.



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### 1.2 Mission Statement

PPG is committed to providing a professional and comprehensive range of networking and transportation services worldwide. We will achieve this through continuously improving all aspects of our business, acting with integrity in our business relationships, providing quality service to Government, members and customers, recognising and respecting the contribution of the individual members who make up our organisation and providing an acceptable return on investment to ensure PPG will continue to service Government, member and customer needs well into the future.

### 1.3 Authorisation

PPG management is committed to quality and shall ensure that this policy is understood, implemented and maintained at all levels in the organisation. The management of PPG is committed to meeting Government, member and customer expectations in providing worldwide services for all types within the limits of carrier service capabilities. PPG is committed to meeting customers' transportation needs whilst complying with any safety, environmental and/regulatory requirements that may apply.

PPG is committed to maintaining regular contact with its members and customers to ensure that their requirements are being fulfilled and amending work practices when necessary to eliminate errors and to continuously improve the quality of service provided to its members and customers. The requirement to comply with the provisions of ISO9001:2008 is implicitly acknowledged in meeting the above philosophies.

## **2.0 FCPA**

### **2.1 Anti-Bribery**

The FCPA is a Australian Federal Statute prohibiting Australian companies and their officers, directors, employees and agents from:

- Giving, promising or offering anything of value, whether directly or indirectly, to any foreign official with the intention of obtaining or retaining business or obtaining an improper business advantage

### **2.2 Record-Keeping**

The FCPA also requires Australian companies:

- Keep books and records that accurately reflect transactions and dispositions of assets and to maintain a system of internal accounting controls

### **2.3 Penalties for Breach**

Where the anti-bribery provisions of the FCPA are breached, the following penalties may be imposed:

- Fines of up to US\$2 million against the company
- Prison terms of up to five years and fines of up to A\$100,000 per violation for individuals involved
- Willful violations of the record-keeping provisions may result in up to 20 years imprisonment and A\$5 million fines for individuals and up to A\$25 million for companies.



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### **3.0 Policy**

#### **3.1 Prohibition of Bribery of Foreign Official**

Under no circumstance shall any director, officer, employee, agent, consultant or member representative give, pay, offer, promise to pay, or authorize the giving or payment of money or other thing of value to any foreign official or to any person while knowing or being aware of a probability that the payment or promise to pay is being made to or will be passed on to a foreign official.

#### **3.2 Prohibition of Payment or Gift in Violation of Law**

Under no circumstance shall any PPG person make, offer, promise, or authorize any payment or gift in violation of local law in any country.

#### **3.3 Prohibition of Circumvention of Law**

Under no circumstance shall any PPG person enter into any transaction that is intended or designed to circumvent the laws of any country. Any transaction that has the appearance of circumventing the laws of any country must be avoided.

#### **3.4 Prohibition of Lawful Payment without Prior Approval**

Under no circumstance shall any PPG person offer, pay, promise or give any money or other thing of value to any foreign official without the prior written approval of their Managing Director and owner

### **3.5 Clarification of Uncertainty**

Without prejudice to the foregoing requirement for written approval a PPG person must promptly contact the Managing Director or president of a member when questions arise concerning the FCPA's anti-bribery provisions including whether:

- A particular individual or entity must be treated as a "foreign official"
- Whether something qualifies as anything of value
- Whether a proposed payment would be made or seen to be made to obtain, retain or direct business

### **3.6 Due Diligence and Third-Party Certification**

All persons must ensure that business relationships are formed only with reputable and qualified partners, agent and representatives, in negotiating any business relationship.

### **4.0 Record Keeping**

All transactions involving PPG funds or assets are recorded accurately and in reasonable detail.

### **4.1 Prohibition of Improper Accounting**

Any "improper transaction" or deviation from established accounting practices, including omitted or falsified expense reports, is strictly prohibited.

### **5.0 Compulsory Compliance**

Every person with PPG will comply with all specifications under the FCPA specifications

### **5.1 Chief Compliance Officer**

The Managing Director is the Chief Compliance Officer for all FCPA matters within PPG. Any question regarding activities under consideration with regard to the FCPA or this Policy should be promptly directed to the Managing Director.

## **5.2 Zero Tolerance**

PPG will not tolerate any person or member that achieves or purports to achieve results by violation of law or by acting dishonestly.

## **6.0 PPG Member Guidelines**

### **6.1 Introduction:**

The materials and information provided herein are guidelines only and do not address all relevant issues involved. They are solely intended to explain the most important and substantial rules applicable.

Banks and other financial institutions are required to meet a number of tough legal and regulatory requirements to reduce the extent to which the financial system can be used by criminals to launder the proceeds of their crime. An important requirement among these is the implementation of controls to ensure the prevention of bribery and corruption of foreign government officials for commercial advantage. The Foreign Corrupt Practices Act (FCPA) has had an enormous impact on the way Australian firms do business, both in Australia and overseas.

The FCPA was enacted by the Australian Government in 1998 after the Australia and thirty-three other countries signed the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

The provisions of the FCPA make it unlawful for an Australian person, and certain foreign issuers of securities, to make a corrupt payment to a foreign official for the purpose of obtaining or retaining business for or with, or directing business to, any person. The provisions also apply to foreign firms and persons who take any act in furtherance of such a corrupt payment while in Australia.



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In the past two decades, over 400 companies in Australia have admitted to the Australian Securities and Exchange Commission that they had made questionable or illegal payments in excess of \$300 million to foreign government officials, politicians, and political parties. Several Australian firms have since been convicted in the criminal courts of having paid bribes to foreign officials and have suffered large fines as well as being banned from participating in Australian federal procurement programmes. In addition, employees and officers have gone to jail.

More recently, the UK financial services regulator, The Financial Services Authority, imposed a fine of £5.25m on Aon, the Insurance giant, for "failing to take reasonable care to establish and maintain effective systems and controls for countering the risks of bribery and corruption associated with making payments to "Overseas Third Parties" who assisted Aon in winning business from overseas clients, particularly in high risk jurisdictions."

Firms need to have controls to ensure that they know who their customers are (in particular if they are Politically Exposed Persons), firms need to know the details of the management and ownership of the entities with whom they do business, and they need to be comfortable that their business is not associated with criminals. The Sarbanes Oxley legislation also imposes requirements on firms to disclose instances of fraud as well as reporting annually on its systems of internal control, so compliance with Foreign Corrupt Practices Act helps ensure SOX compliance too.

In order to avoid criminal prosecutions and fines, many firms have implemented detailed compliance programs to prevent and to detect any improper payments by employees or agents, particularly those operating "in the field" in tough emerging markets, where competition and general business practice often mean that rules set at Head Office are difficult to implement in practice and managers may attempt to circumvent regulations to achieve a sale Particular controls include:



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- Due diligence checks on third parties to establish their bona fides at the outset of the relationship but, very importantly, as the relationship continues;
- Committees with senior executive representation to oversee the risks of bribery and corruption, to receive periodic management information;
- Detailed training for staff; and
- General monitoring of processes and controls by independent risk or Audit functions.

Any company not implementing comprehensive compliance processes and controls and, in particular, not actively examining the history of its business partners to determine past involvement in fraud or corruption, will have significant difficulties in being able to meet anti-bribery and corruption legislation and regulation. A slack approach to compliance may result in criminal investigations, regulatory fines, restriction of trade and even jail sentences. It is not worth not complying.