

MCKERCHER LLP ANTI-BRIBERY, ANTI-CORRUPTION POLICY



PURPOSE

Why do we need this Policy?

McKercher LLP (“McKercher” or “Firm”) is committed to conducting its business, to the best of our knowledge and belief, in accordance with all applicable laws, rules and regulations and the highest ethical standards.

The purpose of this Anti-Bribery and Anti-Corruption Policy is to reiterate McKercher’s commitment to full compliance by our Partners, Of-Counsel, Associates, Lawyers, Students, Management and Staff with Canada’s *Corruption of Foreign Public Officials Act* (“CFPOA”) and any local anti-bribery or anti-corruption laws that may be applicable.

This Policy is intended to supplement all applicable laws, rules, and other Firm policies.

SCOPE

Who does this policy apply to?

This Policy applies to all McKercher personnel, including Partners, Of-Counsel, Associates, Lawyers, Students, Management and Staff (collectively referred to as “McKercher Personnel”) and reflects the standards to which McKercher expects its employees, business associates, partners, agents, contractors, third party service providers and consultants to adhere when acting on McKercher’s behalf.

DEFINITIONS

Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage.

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or “consulting” relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Social benefits; or
- Gifts, travel, hospitality, and reimbursement of expenses.

For the purposes of this Policy, a “**contractor**” or “**third party service provider**” is defined as an entity or individual who provides, and receives payment for, services or goods related to any aspect of a McKercher LLP project and includes subcontractors.

Public Official for the purposes of this Policy includes:

- all officials, employees, agents, and representatives of any branch or level of government (executive, legislative or judicial and whether federal or provincial) or of any government department or agency (including advisers to such agencies and branches);
- directors, officers, and employees of crown companies (including their consultants, advisers, agents and other representatives);
- political parties, party officials, and candidates for office; and
- any other person who, by reason of domestic law in any jurisdiction in which the Firm practices, would be considered or deemed a Public Official.

The terms “**anything of value**” and “**financial or other advantage**” are to be construed broadly. They include not only cash but also gifts, gift cards, items bearing logos and other tangible items, electronic equipment, clothing, meals, entertainment (for example, concert, theater, sport, or other similar event invitations without a prevailing business character), travel, lodging, transportation, loans, use of property or equipment, charitable contributions, and job offers.

The “**performance**” or “**failure**” to perform any function or activity is “improper” if it breaches the expectations of good faith or impartiality or breaches a position of trust.

The term “**function or activity**” includes a function of a public nature or an activity connected with a business or performed in the course of employment by or on behalf of a body of persons and the person performing the function or activity is expected to perform it in good faith and impartially or is in a position of trust by virtue of performing it.

POLICY

McKercher does not tolerate any form of bribery, corruption or fraud and it is a requirement of this Policy that all McKercher Personnel comply with both the letter and the spirit of this Policy and all applicable anti-corruption laws.

The giving of bribes

McKercher Personnel must not make; or offer or promise to make; or authorize or procure anyone to make any payment or gift of money or anything of value, or gift or conveyance of any financial or other advantage either directly or indirectly, to or for the benefit of any person (including a Public Official) that is (or may appear to be) inducing, securing, or rewarding the improper performance by any person of any function or activity (whether or not it was done to obtain or retain business or a business advantage).

This prohibition includes, but is not limited to, offering, paying, promising to pay, or authorizing the payment of anything of value to any Public Official directly, or indirectly through another person, to influence any act or decision of the Public Official in the Public Official’s official capacity, to induce the Public Official to do or omit to do any act in violation of the lawful duty of the Public Official, to secure any improper advantage, or to induce the Public Official to influence any act or decision of a government or government instrumentality, in order to obtain or retain business for, or direct business to, any person.

The receipt of bribes

McKercher Personnel must not solicit, request, agree to receive or accept, directly or indirectly, any financial or other advantage or anything of value that is (or may appear to be) related to inducing or rewarding improper performance by any McKercher Personnel of any function or activity.

Bribes paid through a third party

McKercher Personnel must not make; or offer or promise to make; or authorize or procure anyone to make any payment or gift of money or anything of value, or gift or conveyance of any financial or other advantage, either directly or indirectly, to a third party if they know or suspect that it will be offered to or for the benefit of any person (including a Public Official whether “domestic” or “foreign”) and that it will be (or may appear to be) inducing, securing, or rewarding the improper performance by any person of any function or activity (whether or not it will be done to obtain or retain business or a business advantage).

Helping or allowing others to give or receive bribes

McKercher Personnel must not consent to, or connive in, aid or abet, counsel or procure the commission of any of the above. McKercher Personnel must not conspire with, aid or abet, counsel or procure any third party (including a client of McKercher) in the contravention of any applicable anti-corruption laws.

Internal controls

Each McKercher office must maintain a reasonable system of internal controls to prevent any improper or corrupt payments; and ensure that all financial transactions are accurately and fairly recorded in that Firm’s books and records.

McKercher Personnel and agents are strictly prohibited from offering, paying, promising, or authorizing any payment or other thing of value to any person directly or indirectly through or to a third party for the purpose of or in exchange for:

- causing the person to act or fail to act in violation of a legal duty;
- causing the person to abuse or misuse their position; or
- securing an improper advantage, contract or concession; for McKercher or any other party.

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RESPONSIBILITY

Who is responsible for administering or ensuring adherence to this policy?

The Chief Operating Officer is responsible to the Ethics and Executive Committees for the communication, monitoring and administration of this policy and related procedures and guidelines.

NON-COMPLIANCE

What happens if someone does not adhere to this policy?

Any Partner who violates the terms of this Policy will be subject to review by the Executive Committee. Any Partner who has direct knowledge of potential violations of this Policy but fails to report such potential violations to McKercher Management will be subject to review by the Executive Committee. Any Partner who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to review by the Executive Committee. In all cases, actions may include termination of partnership. Such failure may also be reportable to and/or give rise to disciplinary action by professional bodies regulating McKercher Personnel.

Any employee who violates the terms of this Policy will be subject to disciplinary action. Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to McKercher Management will be subject to disciplinary action. Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Such failure may also be reportable to and/or give rise to disciplinary action by professional bodies regulating McKercher Personnel.

Any third-party agent who violates the terms of this Policy, who knows of and fails to report to McKercher Management potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

Any Partner, employee or third-party agent with knowledge of potential violations of this Policy shall report same to the Chief Operating Officer or designate.

RELATED DOCUMENTS

There are no other related documents

CONTACT INFORMATION

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