International corporate compliance programmes

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ABSTRACT

There are numerous reasons for companies to expand their compliance efforts to all of their locations and all of their employees, wherever located, and many companies have done or are in the process of doing just that. Indeed, those organisations that operate in multiple countries are under increasing pressure to implement compliance and ethics programmes everywhere they do business. There are a host of good reasons for organisations to implement global compliance programmes, including the globalisation of the world's economy, the rise of the European Union as a legal force, the continued importance of those US laws that are applicable to conduct outside the United States, and the increased importance of compliance and ethics programmes both outside and within the United States.

If implemented effectively, global compliance and ethics programmes can help prevent or lead to the early detection of misconduct, and can assist in the promotion of an ethical corporate culture. There are a large number of resources that help guide companies in the creation and implementation of global compliance programmes. The general structure of a compliance programme as articulated by the US Sentencing Guidelines for Organizations is appropriate for a global compliance programme. There are, however, certain complexities that can arise from globalisation of a compliance programme of which companies should be aware, including issues of poor or no translation of compliance programme documents, culturally insensitive communication of the compliance and ethics message, the potential danger of rejection of the components of the compliance programme by works councils or their equivalent, and application of the compliance programme to third parties. In developing and implementing global compliance programmes, companies should be aware of the risks emanating from their implementation and should take steps at the outset to minimise those risks and create greater acceptance — and hence greater effectiveness — of the programme.

KEYWORDS: corporate compliance, compliance programme, international compliance program, globalisation, OECD Guidelines for Multinational Enterprises, United Nations Global Compact

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INTRODUCTION

Despite (and in part because of) the recent enormous corporate debacles, missteps and

misdeeds, corporate compliance and ethics programmes are enjoying more prominence today than ever before. This is evidenced through the continued growth of compliance and business ethics organisations,[1] an ever-increasing number of companies that have adopted formal compliance programmes[2] and the inclusion of well-accepted components of compliance and ethics programmes in recent US legislation and regulations.[3]

The growth of the still-nascent field of corporate compliance is not limited to the USA. US corporations are increasingly disseminating their compliance programmes on a global scale, and compliance programmes are being adopted by non-US organisations and fostered by other countries and multilateral and non-governmental organisations. This paper will explore the growth of global compliance programmes and discuss guidance issued by multinational and industry organisations that corporations may wish to consider in formulating a global compliance programme.

WHAT IS AN INTERNATIONAL COMPLIANCE PROGRAMME?

A compliance programme is a formal system of policies and procedures adopted by an organisation with the purpose of preventing and detecting violations of law, regulation and organisational policy and fostering an ethical business environment. The various components of compliance programmes are discussed in more detail in the section regarding 'How to Develop an International Compliance Programme', below.

A compliance programme becomes international (or global) when it applies to the organisations' employees, agents or others in more than one country. Applicability to individuals in more than one country also requires global compliance programmes to contend with the laws of more than one country. An international compliance programme may (or may not) also recognise and seek to contend with guidance and principles generated by multinational organisations, global trade or industry associations or non-governmental organisations.

Applicability of a programme to employees or others in more than one country does not require that every policy, procedure, training programme or other component of a compliance programme be applied to every country in the same manner. Instead, the concept of globalisation of a compliance programme refers to the implementation of at least some components of a compliance programme in more than one country. Companies would be well-served to utilise a risk assessment to determine what elements of the compliance programme to apply to what categories of employees in which countries of operation. Those areas of the law that present the greatest risk to an organisation in a particular country are those that typically should be addressed by the compliance programme.

Reasons for implementation of an international compliance programme

Those organisations that operate in multiple countries are under increasing pressure to implement their programmes everywhere they do business. There are a host of reasons for organisations to implement global compliance programmes, including the globalisation of the world's economy, the rise of the European Union (EU) as a legal force, the continued importance of those US laws that are applicable to conduct outside the USA, and the increased importance of compliance and ethics programmes both outside and within the USA.

Globalisation

The globalisation of economic systems is a well-studied phenomenon.[4] As the significance of national borders diminishes due to increased trade and global communication, it ironically becomes more important for organisations to be cognisant of other

nations' laws and to contend with such laws in their compliance programmes. A company seeking to develop an effective compliance programme should, at least as an initial matter, consider all of the significant laws that are applicable to the organisation, whether emanating from its 'home' country or other nations.

Rise of the European Union

The rise of the EU as an amalgamated political power places increased pressure on those companies doing business in or with the EU to conform to at least certain EU policies.[5] As a result, US (and other non-EU) companies doing business in EU states must be increasingly cognisant of EU law and regulations. This is especially apparent in the areas of data privacy and EU competition law. In the area of data privacy, the EU's more stringent regulations have required US organisations to adapt their policies to EU law.[6]

The increasing importance of EU law was recently starkly demonstrated to the compliance community with the May 2005 decision of the French data protection agency, the National Commission for Data Protection and the Liberties (CNIL), regarding employee helplines. The CNIL found that the reporting (helpline) procedures proposed by two companies in response to Section 301 of the Sarbanes–Oxley Act of 2002 violate the French Data Protection Act, 1978.[7] (Section 301 requires that the national securities exchanges and associations must prohibit the listing of securities of any company where the audit committee has not established procedures for (a) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.[8])

The CNIL has since issued guidance to organisations as to how they might implement reporting procedures that do not violate the French Data Protection Act. Many US companies with operations in France and other EU nations are now grappling with this guidance. Some of the ways in which US companies are modifying their reporting procedures in order to achieve compliance with the guidance emanating from the CNIL include: (1) not mandating that French employees report misconduct (a long-standing requirement of US compliance programmes); (2) downplaying anonymous reporting options; and (3) implementing procedures to notify the individuals purportedly involved in the misconduct as soon as practicable.

US laws with applicability outside the USA

In addition to the increasing importance to US multinationals of the laws of other countries, global compliance programmes are also supported by the continued importance of US laws with applicability outside the USA. The vast reach of the US antitrust laws, for example, is amply demonstrated by the enormous fines levied against non-US organisations for antitrust violations emanating from conduct that largely occurred outside the USA.[9] The Foreign Corrupt Practices Act, 1977, which proscribes bribery of foreign government officials by US citizens and organisations and certain others, is another example of a US law applicable to the conduct of US organisations abroad. The USA Patriot Act, import/export laws and boycott and embargo laws provide additional examples of US laws with extraterritorial reach, which US multinationals or companies that import or export goods or services should consider in the purview of their compliance programmes.

Non-US compliance incentives

Companies are under increasing pressure from countries other than the USA to

implement compliance programmes. The EU Competition Commission has considered compliance programmes in assessing penalties against organisations.[10] Compliance programmes are also important in Australia, where an effective programme constitutes an affirmative defence to certain provisions of Australia's Trade Practices Act, 1974.[11]

Multilateral and non-governmental organisations

Multilateral and non-governmental organisations have promulgated significant guidance in recent years on the development of global compliance programmes. Over 100 sets of international standards have been promulgated by organisations such as the United Nations (UN), the International Labour Organization (ILO) and the Organization for Economic Cooperation and Development (OECD). One important example of such guidance is the OECD Guidelines for Multinational Enterprises, which were originally promulgated in 1976 and revised in 2000. The guidelines set forth voluntary principles and standards that are addressed by governments to multinational organisations that operate in or from the signatory countries.[12] They provide guidance on a broad range of issues, including recommendations that organisations:

1. Contribute to economic, social and environmental progress with a view to achieving sustainable development;
2. Respect human rights;
3. Encourage human capital formation;
4. Support and uphold good corporate governance principles and develop and apply good corporate governance practices;
5. Promote employee awareness of, and compliance with, company policies through appropriate dissemination of the policies, including through training programmes;
6. Refrain from retaliation for reports of suspected wrongdoing;
7. Encourage business partners, including suppliers and contractors, to apply principles of corporate conduct compatible with the Guidelines;
8. Make timely, regular, reliable and relevant public disclosures of financial information;
9. Not discriminate and contribute to the abolition of forced and child labour; and
10. Combat bribery.

The guidelines also include a discussion of compliance with antitrust and competition laws, intellectual property rights and tax laws.

The UN Global Compact is another important example of compliance guidance issued by a multilateral organisation. It is a voluntary code with which multinational organisations can agree to comply. Signatories to the Global Compact promise:

1. To support and respect the protection of human rights;
2. Not to be complicit in human rights abuses;
3. To uphold freedom of association and the effective recognition of the right to collective bargaining;
4. To uphold the elimination of forced, compulsory and child labour;
5. To uphold the elimination of discrimination in employment and occupation;
6. To support a precautionary approach to environmental challenge;
7. To undertake initiatives to promote greater environmental responsibility;
8. To encourage the development and diffusion of environmentally friendly technologies; and
9. To work against all forms of corruption.[13]

Organisations that sign onto the Global Compact are expected to publish in their

annual reports or similar corporate reports (eg sustainability report) a description of the ways in which they support the Global Compact.

In addition to guidance emanating from government and multilateral organisations, corporations can also ascertain significant guidance on international compliance efforts from industry and self-regulatory initiatives and non-governmental organisations. An important example of such initiatives is the Global Sullivan Principles, which require signatory companies to promise to, among other things:

1. Promote equal opportunity for all employees at all levels of the company without regard for colour, race, gender, age, ethnicity, or religious beliefs;
2. Operate without unacceptable worker treatment such as child labour, physical punishment, female abuse, involuntary servitude or other forms of abuse;
3. Respect freedom of association;
4. Compensate employees to meet basic needs;
5. Provide employees with an opportunity to improve skills;
6. Provide a safe and healthy workplace;
7. Promote fair competition;
8. Not offer or accept bribes;
9. Work with governments and communities where located to improve the quality of life; and
10. Develop and implement policies, procedures, training and internal reporting structures to ensure implementation.

Companies signing onto the Global Sullivan Principles also promise to develop and implement company policies, procedures, training and internal reporting structures to ensure their implementation.

There are myriad additional such guidelines, including country-specific guidelines to govern those multinationals which invest or have locations in specific countries, industry-specific guidelines and guidelines dedicated to particular legal areas, such as child labour. As one commentator has noted, 'Attempts to set principles and procedures for the implementation of labour-related codes have multiplied as rapidly as adoption of codes themselves.'[14]

Increased importance of compliance programmes in the USA

As mentioned above, compliance and ethics programmes have also experienced an enhanced importance within the USA. Indeed, recent legislation and regulations, including the Sarbanes–Oxley Act,[15] the Securities and Exchange Commission (SEC) regulations to implement certain provisions of Sarbanes–Oxley and the New York Stock Exchange (NYSE) Corporate Governance Rules, have created new requirements for companies in the area of compliance and ethics.

For example, Section 406 of Sarbanes–Oxley requires companies to disclose in periodic reports whether or not they have adopted a code of ethics for senior financial officers, and if not, why not.[16] The Section 406 code must be applicable to a company's chief executive officer, chief financial officer and controller. The SEC regulations implementing Section 406[17] define a code of ethics to mean written standards that are reasonably designed to deter wrongdoing and to promote (i) honest and ethical conduct, including the ethical handling of actual and apparent conflicts of interest; (ii) full, fair, accurate, timely and understandable disclosure in reports and documents filed with or submitted to the SEC and in other public communications; (iii) compliance with applicable governmental laws, rules and regulations; (iv) prompt internal reporting of code violations to an appropriate person; and (v) accountability for adherence to the code.[18]

Sarbanes–Oxley also contains requirements for reporting procedures. Section 301 requires the national securities exchanges

and associations to prohibit the listing of securities of any company if the audit committee has not established procedures for (a) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.[19] The reporting procedures are not limited by the rules to residents of the USA; they instead are to be available to employees (and presumably third parties) wherever located.[20] Thus, many US corporations that previously did not extend reporting procedures to employees and others abroad are now required to do so.

The new requirements of Section 404 of the Sarbanes–Oxley Act and the SEC regulations implementing Section 404 have also increased the importance of global compliance efforts. Section 404 requires companies to include in their annual reports an internal control report of management that contains (among other things) management's assessment of the effectiveness of the company's internal control over financial reporting as of the end of the company's most recent fiscal year, including a statement as to whether or not the company's internal control over financial reporting is effective.[21] The company's independent public accountants must issue an attestation report on management's assessment of internal control over financial reporting.

Because consolidated and proportionally consolidated entities are included in the Section 404 process,[22] and because this process typically includes an assessment of the company's 'internal control environment', which typically includes elements of a company's compliance programme, such as code of ethics, helplines, etc, the new requirement has, for many companies, resulted in the extension of certain elements of the compliance programme to locations outside the USA.

Elements of compliance and ethics programmes are also included in recent corporate governance rules promulgated by self-regulatory organisations. Corporate governance rules adopted by the New York Stock Exchange (NYSE) and the NASDAQ in 2003 require listed companies to adopt and disclose codes of business conduct and ethics applicable to all directors, officers and employees, wherever located.[23] The NYSE Rules include recommendations (as opposed to requirements) of the topics that codes should address, including (i) conflicts of interest; (ii) corporate opportunities; (iii) confidentiality; (iv) fair dealing; (v) protection and proper use of company assets; (vi) compliance with laws, rules and regulations, including insider trading laws; and (vii) reporting illegal or unethical behaviour.[24]

The NYSE rules do not limit applicability of the code to US employees. Instead, the code must be applicable to employees of all entities whose financials are consolidated with the listed company, consistent with the NYSE's definition of 'company'. The NYSE also requires audit committee charters to provide that the committee's purpose is to assist board oversight of a company's compliance with legal and regulatory requirements.[25]

Shareholder pressure to implement global compliance programmes has also stepped up in recent years. Indeed, while shareholder resolutions have historically been proposed by non-profits or religious groups holding a small number of securities for the purpose of gaining access to shareholder meetings, it is increasingly true that large institutional investors and socially conscious mutual funds 'with real financial clout' are making demands about social responsibility issues.[26]

This increased emphasis on compliance increases the importance of global compliance programmes for US organisations and for those non-US companies doing business in or trading with the USA.

HOW TO DEVELOP AN INTERNATIONAL COMPLIANCE PROGRAMME

While a global compliance programme can be more complex than a programme that is limited to domestic applicability, the basic framework of the two types of programmes is typically the same. Thus, companies can utilise the framework created by the US Sentencing Guidelines for Organizations in the creation of their global compliance programmes.[27] The Sentencing Guidelines' definition of an effective compliance programme has been adopted by many government agencies and serves as the framework around which many companies structure their compliance efforts.[28] The Guidelines' definition sets forth the specific components that the US Sentencing Commission considers essential to an effective compliance programme.

Under the Guidelines' definition, to have 'an effective compliance and ethics program', an organisation must (1) exercise due diligence to prevent and detect criminal conduct; and (2) otherwise promote an organisational culture that encourages ethical conduct and a commitment to compliance with the law.[29] The Guidelines further provide that meeting these two conditions requires, at a minimum, the following:

> '1. The organisation must establish standards and procedures to prevent and detect criminal conduct. The organisation must, in other words, draft written policies and procedures to guide its employees and, as appropriate, other agents.
> 2. (A) The board of directors must be knowledgeable about the content and operation of the compliance and ethics program and exercise reasonable oversight with respect to its implementation and effectiveness.
>
> (B) High-level personnel must ensure that the company has an effective compliance and ethics program and specific individuals within high-level personnel must be assigned overall responsibility for the program.
>
> (C) Specific individuals must be delegated day-to-day operational responsibility for the program. These individuals must report periodically to high-level personnel and, as appropriate, to the board or a board committee on the program's effectiveness. They also must have adequate resources, appropriate authority, and direct access to the board or a board committee.
> 3. The company must use reasonable efforts not to include within substantial authority personnel anyone whom the company knew, or should have known through the exercise of due diligence, has engaged in illegal activities or other conduct inconsistent with an effective compliance and ethics program.
> 4. The company must take reasonable steps to communicate periodically and in a practical manner its standards and procedures, and other aspects of the compliance and ethics program, to directors, officers, employees and, as appropriate, agents, by conducting effective training programs and otherwise disseminating information appropriate to each person's roles and responsibilities.
> 5. The company must take reasonable steps (a) to ensure that the compliance and ethics program is followed, including monitoring and auditing to detect criminal conduct; (b) periodically to evaluate the effectiveness of the organisation's compliance and ethics program; and (c) to have and publicize a system, which may include mechanisms that allow for anonymity or confidentiality, whereby employees and agents may report or seek guidance regarding potential or actual criminal conduct without fear of retaliation.
> 6. The compliance and ethics program must be promoted and enforced consistently throughout the organisation through

(a) appropriate incentives to perform in accordance with the program; and (b) appropriate disciplinary measures for engaging in criminal conduct and for failing to take reasonable steps to prevent or detect criminal conduct.

7. After criminal conduct has been detected, the organisation must take reasonable steps to respond appropriately to the conduct and to prevent further similar conduct, including making necessary modifications to the compliance and ethics program.'[30]

The general structure of a compliance programme articulated by the Sentencing Guidelines is appropriate for any type of compliance programme, including a global programme. There are, however, certain complexities that can arise from globalisation of a compliance programme of which companies should be aware.

Potential complexities

The additional complexity inherent in a multinational compliance programme creates significant opportunity for error. With adequate preparation, however, companies can realise the enormous benefits of a global compliance effort and avoid many of the attendant risks.

Implementation issues

One mistake that many multinational corporations make when rolling out a compliance programme on an international basis is not fully to consider implementation issues that may arise from an attempt to export a US-style compliance programme. '[T]he most important developments today do not lie so much in adopting codes, which are already widespread, but in the ways companies are devising to implement those codes. Some companies have adopted codes before fully developing methods to implement them.'[31] Issues of poor or no translation of compliance programme documents (including the code of conduct) and culturally insensitive communication of the compliance and ethics message have plagued many companies' efforts at global programme implementation. 'Not infrequently, codes launched with much publicity in an import country are unknown, unavailable or untranslated at producing facilities; even where available, workers may have no way of reading the code or reporting non-compliance without disciplinary treatment or dismissal.'[32]

Companies should also be aware of the need to consult with works councils or their equivalent in certain countries. A recent decision by a German labour court exemplifies the potential problems in this area. On 15th June, 2005, the Wuppertal Labour Court in Germany ruled that Wal-Mart was prohibited from implementing certain provisions of its code of conduct and from establishing a helpline in Germany because the company failed adequately to consult with its works council prior to attempted implementation of the code.[33]

Cultural issues

Cultural differences can be an enormous hindrance to the effective implementation of a global compliance programme, especially when a programme that was originally created for US employees is simply translated verbatim (or perhaps not translated at all) and exported throughout the world. Given the goals of a compliance programme — in large part to educate employees on legal and regulatory obligations and thereby prevent and detect legal violations — recognition of and working within cultural parameters is typically much more effective than simply attempting to export the American 'compliance' message around the world. One practical way in which to ameliorate that concern is to involve employees in the process of translating codes and other policies, which can help to ensure that translations are appropriate and culturally relevant and that

they incorporate the culture of the particular organisation.

The codes of conduct utilised by many multinational corporations reflect the predominant beliefs and values of the countries in which they are created. A global code that does not address local concerns, however, may not generate the support necessary for the code and the compliance programme more generally to be effective.[34] Indeed, even codes of conduct created in different Western countries may reflect vastly different values and perspectives. For example, a study of codes of conduct from US and West European companies found that US companies emphasise fairness and equity while West European companies stress a sense of belonging and responsibility.[35]

Inconsistency with non-US law

An additional way in which US compliance efforts may meet resistance outside the USA is when a code of conduct or other compliance policies contain language that is inconsistent with local law. A good example is the 'at will employment' language that appears in many US codes, which is often included to minimise the claim by employees that the code of conduct creates an employment contract. The notion of 'at will' employment is foreign to most non-US workers, however, and such language may conflict with local law.

Another area of potential conflict is in code language concerning discipline. Many European, Latin American and Asian countries prohibit discipline or termination of employees except for specific reasons as articulated by local law. The typical US code language claiming that violations of the code will result in discipline may not be wholly accurate outside the USA.

Careful drafting of the code and other compliance policies and review by local counsel can help companies avoid these types of concerns. In addition, companies may wish to include a discussion in their codes and/or other compliance policies of the multinational nature of their businesses and what employees should do if applicable laws conflict with each other or with a provision of the code.

Application to third parties

Another area of particular importance to a global compliance effort is the application of the compliance programme to persons in addition to employees. Companies are increasingly creating compliance obligations for third parties, such as suppliers, contractors and agents. This trend is reflected in commentary to section 8B2.1 of the US Sentencing Guidelines for Organizations, which provides that, as appropriate, large organisations should encourage small organisations, especially those that have, or seek to have, a business relationship with the large organisation, to implement effective compliance and ethics programmes.[36]

In some areas of the law, such as those laws prohibiting bribery of government officials, third parties, such as agents, can create substantial risks of legal liability for organisations. In other areas, such as child and forced labour, suppliers can create significant reputational risk for organisations. Companies should thus carefully consider — in the context of assessing the risks that the organisation faces and prioritising compliance efforts to address those risks — the extent to which they wish to apply their programmes to agents, suppliers and other third parties.

When considering the extent to which compliance policies should be applied to third parties, companies should be wary of creating compliance standards that are difficult to monitor or enforce. This can create a risk that the standards not satisfied will be used against the company in the context of litigation or a government investigation. 'While many companies have adopted codes either to prevent, or in response to, adverse publicity, having a code of conduct can,

ironically, make companies more vulnerable to criticism if conditions are found that violate their code. Indeed, some companies still consider it "safer" to avoid any public declaration of their standards through a code of conduct.'[37]

The extension of a company's compliance policies and procedures to third parties creates potential reputational risks to the company. Greater compliance obligations applied to third parties may create situations where a company is subject to risk of reputational harm based on holding itself out as requiring others' compliance when in fact the company's ability to ensure compliance by third parties may be minimal. A company's application of compliance policies to third parties could more closely link the company with the third party in the minds of the public (and press), thus increasing the risk of reputational harm posed by third parties.

There is also some risk that third parties will not or cannot satisfy the requirements of a company's code. A third party's conclusory agreement to comply with a company's code or other policies and procedures is clearly not a guarantee of compliance. For such an agreement to be meaningful, the third party must have its own compliance systems in place.

The risks created by supplier and other third party codes are illustrated by a complaint filed against Wal-Mart in the California state courts in September 2005. The International Labor Rights Funds, which is affiliated with the American Federation of Labor–Congress of Industrial Organizations (AFL–CIO), brought a suit against Wal-Mart on behalf of a purported class of Bangladeshi, Chinese, Indonesian, Nicaraguan, Swazilander and US workers for alleged violations of Wal-Mart's code of conduct for suppliers. The core of the allegations was that (i) Wal-Mart published a code setting forth its standards for foreign suppliers; (ii) Wal-Mart required suppliers to follow the code by way of clauses in supplier contracts; (iii) Wal-Mart had a contractual right to audit for compliance; (iv) the plaintiffs, who were workers at the supplier factories, were third party beneficiaries of Wal-Mart's contracts with its suppliers; (v) Wal-Mart's failure to audit and adequately monitor the suppliers violates Wal-Mart's contractual obligations.

Companies may wish to consider the inclusion of language disclaiming the creation of third party beneficiaries and the duty to monitor in relevant codes and agreements, in order to minimise the potential for such claims. Companies should also ensure that they assume only those responsibilities and duties that they are capable of and willing to satisfy.

CONCLUSION

There are myriad reasons for companies to expand their compliance efforts to all of their locations and all of their employees, wherever located, and many companies have done or are in the process of doing just that. If implemented effectively, global compliance programmes can help prevent and lead to early detection of misconduct, and can assist in the promotion of an ethical corporate culture. There are a large number of resources that help guide companies in the creation and implementation of global compliance programmes. In developing and implementing such programmes, however, companies should be aware of the risks emanating from implementation of compliance programmes on a global scale, and should take steps at the outset to minimise those risks and create greater acceptance — and hence greater effectiveness — of the programme.

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27 United States Sentencing Guidelines Manual §8B2.1 (2005).
28 The Guidelines' definition of an effective compliance programme was revised last year, incorporating the 'more detailed and sophisticated' criteria that have been developed by corporations and governmental and regulatory bodies since the Sentencing Guidelines were originally promulgated in 1991. Executive Summary of the Report of the Ad Hoc Advisory Group on the Organizational Guidelines at 1 (7th October, 2003), available at http://www.ussc.gov/corp/advgrprpt/Execsum.pdf. The amendments substantially modify — and make more rigorous — the Guidelines' definition of an effective compliance programme. See United States Sentencing Commission News Release (3rd May, 2004), available at http://www.ussc.gov/PRESS/rel0504.htm. The revisions became effective on 1st November, 2004.
29 United States Sentencing Guidelines Manual §8B2.1(a) (2005).
30 United States Sentencing Guidelines Manual §8B2.1(b) (2005).
31 Bureau of International Labor Affairs, US Department of Labor (1996) *The Apparel Industry and Codes of Conduct: A Solution to the International Child Labor Problem?* available at http://www.dol.gov/ILAB/media/reports/iclp/apparel/overview.htm.
32 ILO, ref. 14, para. 60.
33 For a discussion of the German and French decisions, see Di Santo, C. J. and Hengesbaugh, B. (2005) 'U.S. helplines raise EU privacy concerns', *ethikos*, September/October, at 1–4.
34 Rallapalli, K. (1999) 'A paradigm for development and promulgation of a global code of marketing ethics', *Journal of Business Ethics*, **18**(1), January, 125–137.
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37 Bureau of International Labor Affairs, ref. 31 above.