

FCPA Key terms glossary

Agent:

An individual or organization authorized to act for or on behalf of, or to otherwise represent, another organization in furtherance of its business interests. Agents may be categorized into the following two types:

- Sales agents (i.e. those needed to win a contract)
- Process agents (e.g. visa permits agents).

Adviser and other intermediary (e.g. legal, tax, financial adviser or consultant,

lobbyist):

An individual or organization providing service and advice by representing an organization towards another person, business and/or government official.

Contractor and sub-contractor:

A contractor is a non-controlled individual or organization that provides goods or services to an organization under a contract. A subcontractor is an individual or organization that is hired by a contractor to perform a specific task as part of the overall project.

Corrupt:

The word “corruptly” is used in order to make clear that the offer, payment, promise, or gift, must be intended to induce the recipient to misuse his official position; for example, wrongfully to direct business to the payor or his client, to obtain preferential legislation or regulations, or to induce a foreign official to fail to perform an official function.

Willfully:

The term “willfully” is not defined in the FCPA, but it has generally been construed by courts to connote an act committed voluntarily and purposefully, and with a bad purpose, i.e., with “knowledge that [a defendant] was doing a ‘bad’ act under the general rules of law.”

Issuer:

An “issuer” is any company that has securities registered in the United States or is otherwise required to file periodic reports.

Domestic Concerns:

“Domestic concerns” is a broader category, encompassing any individual who is a citizen, national, or resident of the United States. The category of “domestic concerns” also includes any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, sole proprietorship with its principal place of business in the United States or organized under the laws of a state of the United States or a territory, possession, or commonwealth of the USA