

# Compliance

Tailored solutions to meet your needs





CMS continues to impress year after year: the firm boasts a large number of specialized fee earners, an enormously successful track record and optimal use of its full-service approach.

*JUVE Handbook, 2011*

## Growing your success

**Corporate success is all about leveraging market insights and translating ideas into reality, backed by maximum legal confidence. With its strong, trust-based client relationships, extensive presence and highly qualified advice, CMS Hasche Sigle can help you achieve your objectives.**

Our lawyers, tax advisors and notaries advise clients ranging from mid-sized companies to major groups on all aspects of national and international commercial law. Over 2,800

lawyers across 45 international CMS offices in 28 countries plus nine offices in Germany deliver consistent, top-quality service, enabling seamless management of cross-border projects.

For our clients, that means excellent advice and sustainable solutions tailored to their needs.

[www.cms-hs.com](http://www.cms-hs.com)





## Our expertise for you

---

Compliance refers to correct behaviour on the part of an organisation and its employees – in both legal and ethical terms.

Wherever they operate, companies must comply with a range of legal requirements. The business and ethical conduct of companies is increasingly coming under scrutiny from the media and the public. Non-compliance can result in a loss of reputation and associated financial consequences. In addition, breaches of the law may lead to civil and criminal action against the individuals responsible.

At the same time, compliance is becoming indispensable for successful business operations because more and more business partners are seeking assurances in the form of compliance statements that legislation and standards are being adhered to. As a result, compliance affects everyone: shareholders, management and employees.

The risks and requirements facing a company vary according to industry, size of organisation and business activity. Successful compliance advice therefore involves working with the client to draw up a compliance programme that meets the company's specific needs. The aim is to ensure that the conduct of both management and staff is lawful at all times.

The Compliance group at CMS Hasche Sigle consists of more than 50 experts from all relevant areas of law. Our services range from advising on the establishment and optimisation of compliance programmes through internal investigations for detecting violations to assisting with preliminary proceedings, up to and including the assertion of claims for damages.

We know that successful compliance also involves developing and implementing appropriate organisational structures and processes. We tap into the experience gained from numerous compliance projects to develop tailored solutions for each company, taking into account the structures already in place and the latest market standards.

# Successful implementation of compliance programmes

Our approach involves four stages: working with the client to draw up a compliance management system that meets the company's specific needs, implementing it, monitoring it, and making regular adjustments. We always begin by identifying the company's individual risk situation and analysing its organisational structure. Based on the outcome of this process, in the next stage we create the modules, processes and documentation for a compliance management system.

Working closely with the various departments, the chosen modules are integrated into the company's business processes and training is provided. Lastly, since a compliance programme needs to grow and evolve, especially when legal requirements change, subsequent modification is another typical challenge. This makes it important to carry out regular checks and updates.

## Stage 1:

### **Risk analysis and needs assessment**

Risk analysis of the status quo and identification of the company's requirements

## Stage 2:

### **Compliance management system**

Preparation of the required modules/ processes/ documents

## Stage 4:

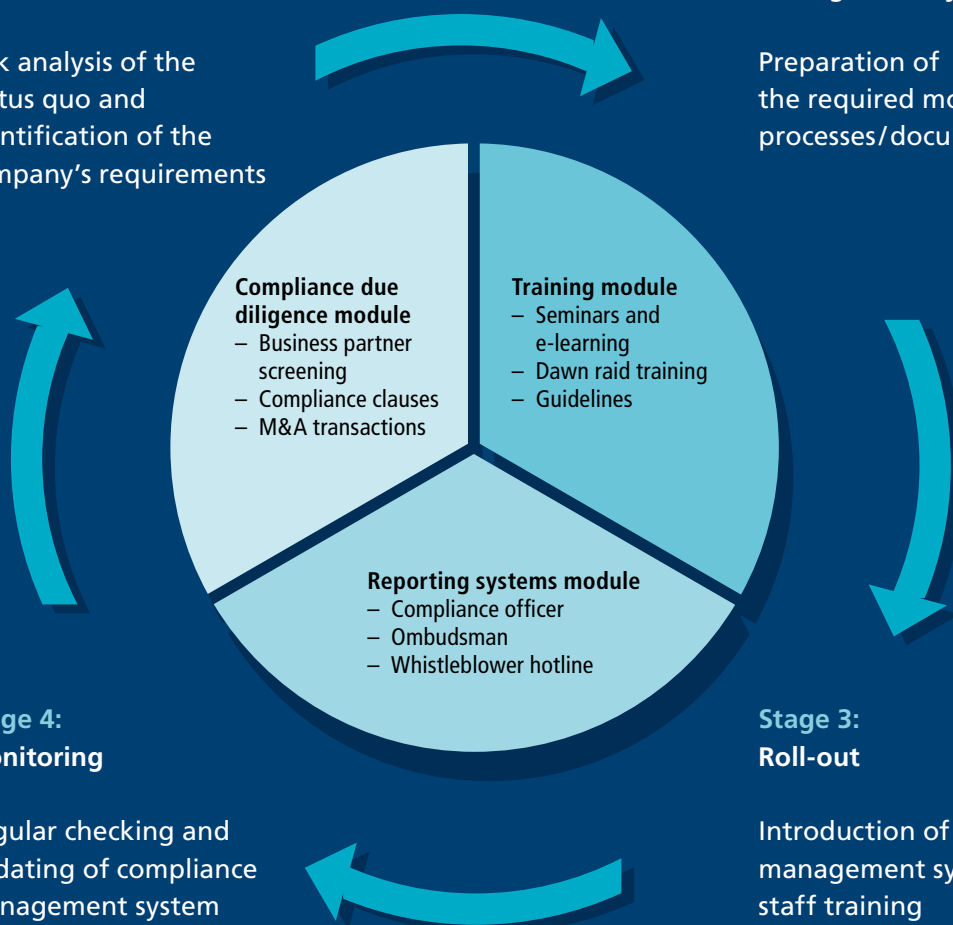
### **Monitoring**

Regular checking and updating of compliance management system

## Stage 3:

### **Roll-out**

Introduction of compliance management system and staff training





## Expert assistance in crisis situations

---

### Internal investigations

Compliance issues may also arise in acute crisis situations or as one-off incidents. Internal investigations are becoming increasingly important as a proactive means of identifying and preventing violations of the law. Due to the unclear legal position, the associated options and constraints are the subject of much discussion and debate. Our experienced teams are available to conduct such internal investigations (in particular questioning of staff and inspection of documents and e-mail accounts). Together with management and the legal department, we then develop possible strategies to resolve any problems. This includes advice on making use of programmes for cooperating witnesses, amnesties or other ways of retreating from critical situations. We take a comprehensive approach that includes communication with the public and employees. Where necessary, we also work with specialised external service providers.

### Advice across Europe on dawn raids

We offer our clients modules that equip companies for dealing efficiently and successfully with official investigations. The authorities are making increasing use of such on-site investigations (dawn raids). Any search brings considerable disruption to company operations, along with the risk of a major confrontation that results in a fine or of providing more cooperation than the circumstances require. We develop an organisational plan for our clients covering proper conduct during dawn raids and set up response teams to advise immediately in the event of official on-site investigations. Our Europe-wide CMS dawn raid network enables us to provide suitable lawyers at every location in Europe with minimum delay, either from one of our 52 CMS offices or from the local offices of our partner firms, in particular within the World Law Group.



# Compliance-related areas of law

---

Our full-service approach allows us to provide you with legal support in all compliance-related matters, both as preventative advice and following a breach of the law. The legal topics covered by our advice include:

- **Anti-corruption:** Value limits and rules of conduct in relation to invitations, gifts, sponsoring, hospitality, the Foreign Corrupt Practices Act (FCPA), UK Bribery Act, measures to prevent corruption in procurement and sales
- **Anti-money laundering:** Preparation of money-laundering risk analyses, development of money-laundering guidelines and workplace instructions, design of safeguarding measures and dealing with individual suspect cases
- **Antitrust law:** Correct structuring of relationships with competitors, customers and suppliers; limits of permitted sharing of information
- **Capital market law:** Insider guidelines and avoiding insider violations, proper procedures for takeover situations, ad hoc notifications and communication guidelines, compliance with additional obligations arising from listing and notification requirements under the Securities Trading Act (WpHG)
- **Corporate law:** Avoiding liability via a corresponding corporate/group organisation structure, regulation of responsibilities and information systems, obligation to create compliance structures and/or introduction of individual compliance tools, corporate governance and corporate social responsibility
- **Criminal law:** Advice on preventing white-collar crime
- **Data protection:** Compliance with statutory requirements relating to data protection and data security, general data protection conditions for the use of preventative and repressive compliance tools, e.g. internal investigations, whistleblower hotlines
- **Employment law:** Individual and collective aspects of a code of conduct, whistleblower hotlines, internal investigations, monitoring, penalties for misconduct
- **Environmental law:** Preparation of regulatory registers, monitoring official requirements and ancillary stipulations, implementation of environment management systems in accordance with EMAS and ISO 14001, compliance with notification requirements
- **Foreign trade and export law:** Avoiding export permit errors, compliance with embargo regulations, customs law
- **M&A:** Conducting compliance due diligence for acquisitions, portfolio management and exit, dealing with the compliance requirements of potential buyers and duties of disclosure, design of purchase agreements in relation to compliance risks
- **Procurement law:** Following proper procedures for invitations to tender
- **Product liability:** Implementation of risk and recall management systems, plus effective prevention/transfer of loss
- **Tax law:** VAT risks (particularly in cross-border scenarios, e.g. duties of proof and VAT carousels), problems with transfer pricing, relocation of functions abroad, tax treatment of hidden profit distributions
- **Unfair competition law:** Protection of operating and business secrets, defence against industrial espionage



CMS Hasche Sigle is one of the leading commercial law firms. More than 600 lawyers serve their clients in nine major German commercial centres as well as in Brussels, Moscow and Shanghai. CMS Hasche Sigle is a member of CMS Legal Services EEIG, a European Economic Interest Grouping that coordinates an organisation of independent member firms. CMS Legal Services EEIG provides no client services. Such services are solely provided by the member firms in their respective jurisdictions. In certain circumstances, CMS is used as a brand or business name of, or to refer to, some or all of the member firms or their offices. CMS Legal Services EEIG and its member firms are legally distinct and separate entities. They do not have, and nothing contained herein shall be construed to place these entities in, the relationship of parents, subsidiaries, agents, partners or joint ventures. No member firm has any authority (actual, apparent, implied or otherwise) to bind CMS Legal Services EEIG or any other member firm in any manner whatsoever.

**CMS member firms are:**

CMS Adonnino Ascoli & Cavasola Scamoni (Italy);  
CMS Albiñana & Suárez de Lezo (Spain);  
CMS Bureau Francis Lefebvre S.E.L.A.F.A. (France);  
CMS Cameron McKenna LLP (UK);  
CMS DeBacker SCRL/CVBA (Belgium);  
CMS Derks Star Busmann N.V. (The Netherlands);  
CMS von Erlach Henrici Ltd (Switzerland);  
CMS Hasche Sigle, Partnerschaft von Rechtsanwälten und Steuerberatern (Germany);  
CMS Reich-Rohrwig Hainz Rechtsanwälte GmbH (Austria) and  
CMS Rui Pena, Arnaut & Associados RL (Portugal).  
[www.cmslegal.com](http://www.cmslegal.com)

**CMS offices and associated offices:**

Aberdeen, Algiers, Amsterdam, Antwerp, Barcelona, Beijing, Belgrade, Berlin, Bratislava, Bristol, Brussels, Bucharest, Budapest, Casablanca, Cologne, Dresden, Dubai, Düsseldorf, Edinburgh, Frankfurt, Hamburg, Kyiv, Leipzig, Lisbon, Ljubljana, London, Luxembourg, Lyon, Madrid, Milan, Moscow, Munich, Paris, Prague, Rio de Janeiro, Rome, Sarajevo, Seville, Shanghai, Sofia, Strasbourg, Stuttgart, Tirana, Utrecht, Vienna, Warsaw, Zagreb and Zurich.

The sole purpose of this publication is to provide information about specific topics. It makes no claims to completeness and does not constitute legal advice. The information it contains is no substitute for specific legal advice. If you have any queries regarding the issues raised or other legal topics, please get in touch with your usual contact at CMS Hasche Sigle or the publisher of this document. CMS Hasche Sigle Partnerschaft von Rechtsanwälten und Steuerberatern, registered office: Berlin (Charlottenburg District Court, PR 316 B), list of partners: s. website.

[www.cms-hs.com](http://www.cms-hs.com)