

## 1. Introduction

These Scheme Rules have been specifically written by **GCL International Ltd**, hereinafter known as “**GCL**” to meet the specified accreditation requirements of Social Auditing / Verification Services and APSCA.

The **GCL** Scheme Rules also form part of the contract with each client via the quotation/contract.

**GCL** retain the sole authority for all decisions relating to certification / verification, including the granting, maintaining, renewing, extending, reducing, suspending and withdrawing of certification, in consultation with the Standard owners. For SLCP verification in coordination with Verification Oversight Organization (VOO) the decision to amend report may take place.

## 2. Scope

GCL provides independent third-party assessment / verification and registration services for companies who have implemented management systems against the following standards/code of practice:

- SLCP - The Social and Labor Convergence Program
- SMETA - Sedex Members Ethical Trade Audit
- WRAP - Worldwide Responsible Accredited Production

## 3. Confidentiality

- a) **GCL** agrees not to disclose any information relating to the client's business or affairs except information, which is in their possession before the date of acceptance of the **GCL** quotation/contract.
- b) Where **GCL** is required to disclose information to a third party either by law or as required under maintenance of Accreditation / Approval / Quality Assurance by APSCA, Scheme Owner, Accreditation Body, Verification Oversight organization (VOO), Local Government authorities, the client shall be informed of the information as required by law.
- c) All **GCL** certificates can be verified from the GCL web site [www.gcl-int.com](http://www.gcl-int.com) .

## 4. General Conditions

**GCL** basic conditions for gaining and maintaining certification / verification with are that all applicants agree to and comply with the following rules:

- a) All information deemed necessary by **GCL** in order to complete the audit / certification / verification process shall be made available by the applicant company.
- b) If **GCL** are not satisfied that all requirements for audit / certification / verification have been met it shall inform the applicant in writing stating which requirements.
- c) When the applicant can demonstrate that effective corrective action has been taken within a specified time limit, then **GCL** will arrange only to repeat necessary parts that cannot be verified by the submission of documented evidence. SLCP program does not require corrective action plans or engagement in other follow-up actions.
- d) If the applicant fails to take effective corrective action within the time limit then **GCL** may repeat the audit in full at additional cost. SLCP program does not require corrective action plans or engagement in other follow-up actions.
- e) Identification of conformity to scheme requirements / accuracy and completeness of data shall only apply to site(s) audited / verified and within the scope of certification / verification as shown on the **GCL** certificate / verification report and website.
- f) All fees must be paid as shown on the individual quotation. No certificate / audit report / verification report shall be issued for initial assessment or re-assessment / verification until fees have been paid in full. Certification may be suspended if annual fees are not paid in full within the time frame set out within the individual quotation.
- g) In order for the certified company to demonstrate effective management reviews and internal audits these activities shall be carried out at a frequency of no less than once per year.
- h) Failure to return all certificates of certification shall result in legal action being taken against the company for unauthorised use or certification and accreditation marks and on misleading and inaccurate claims of certification / verification. For SLCP and Sedex programs GCL does not issue any certificate.
  - i) If an audit / verification is terminated due to lack of implementation, a re-audit / verification shall take place as per the mutual agreement.
  - j) Some of the reasons for termination might be no access to all areas of facility or some areas of the facility. Denial of permission for workers interview.

## 5. Application for Assessment

On receipt of a completed Application for Quotation Form **GCL** will conduct a pre-contract review system and a quotation shall be prepared and sent to the prospective client, together with these Scheme Rules.

Prior to completing and sending the Application to GCL, applicant shall have a demonstrated capability to meet all related standard / program requirements.

For applications coming from a new country where GCL has not issued SEDEX, WRAP certificate, SLCP verification a risk profile and risk assessment will be made.

## 6. Contract Acceptance

Prior to any arrangement being made for an assessment / verification, the quotation is required to be signed by the Client. Signature on the quotation/contract indicates formal acceptance of these Scheme Rules as stated within the quotation/contract.

## 7. Audit Request Refusal

i) If a request for audit cannot be satisfied due to lack of available auditors or work overload, the respective OSS office shall refuse such request.

ii) Besides work overload, a postponement or cancellation of audit is possible under following conditions:

- Site refuses the audit
- Site did not confirm requested audit window
- Change from semi-announced to fully announced audit

iii) When an audit cannot be carried out, relevant site managers shall be notified, and this shall be noted in the audit report as a limitation.

iv) The audit requestor must be informed accordingly, and the audit request must be deleted in the Sedex platform.

v) If there are any difficulties such as communication problem with the site or the site not agreeing to the proposed audit dates, the respective OSS office shall contact the audit request initiator for support.

## 8. Types of Verification / Assessment

### 8.1 Social Labour Convergence Program

#### a) Offsite Document Review (If Applicable)

i) only if client request for offsite document review GCL shall plan for the same.

ii) For an offsite document review to take place, appropriate and sufficient documentation shall be provided by the client.

iii) If the documentation is neither appropriate nor sufficient, off-site document review can be declined by the Verifier, as the Verifier cannot execute proper off-site document verification. The reason for declining off site document review shall be communicated to the client.

#### b) Onsite Verification

i) Onsite verification is carried out to check the correctness and completeness of client information provided in the Data Collection Tool.

ii) Photographs shall be required to support verification evidences. SLCP recommends photos are attached, at minimum, where the Verification Selection is "Inaccurate" and the Verifier has visual proof. If photo authorization is completely denied, the Verifier will note that denial in the verified assessment report. Should the facility refuse the Verifier's request to take photos and yet agree to take photos themselves on behalf of the Verifier, this shall also be noted in the report along with any incidences where the Verifier was unable to have pictures they requested.

### 8.2 SMETA (Sedex Members Ethical Trade Audit)

SMETA is Sedex's social auditing methodology, enabling businesses to assess their sites and suppliers to understand working conditions in their supply chain.

#### a) Notification of an Audit:

Depending on the outcome of risk assessments and/or audit planning, prior notice of the audit type will be given.

There are three possible audit types:

1. Announced: audit date is agreed with, or disclosed to, the audited site.
2. Semi-announced: audit date will fall within an agreed 'window'.
3. Unannounced: no prior notice is given.

#### b) Sequence of Audits:

A site of employment may be assessed via a combination of the following methods:

1. **Full Initial Audit:** The first time a site of employment is audited.

2. **Periodic Audit:** Usually a full audit used to monitor supplier sites on an on-going basis. The intervals between periodic audits may vary depending on the individual member.

3. **Follow-up Audit:** Depending on the outcome of the initial audit, a follow-up audit may be required. Follow-up audits are normally used to check progress against issues found in the initial audit and so they may be of shorter duration than an initial or periodic audit. Follow-up audits will also demonstrate the process of continuous improvement. It is essential that all appropriate site personnel are fully briefed on the previous audit findings before a follow-up audit e.g. by re-sending the previous CAPR as part of the pre-audit information pack.

There are three types of follow-up audits:

1. **Full Follow-up Audit:** When the extent of the non-compliances found at a previous audit was so broad that a full audit is required to verify corrective action. In this case the methods and scope resemble an initial audit but take into account previous audit findings.

2. **Partial Follow-up Audit:** Where the auditor visits a site but only checks progress against issues found during a previous audit. This should then be recorded in Sedex as a partial follow-up audit.

3. **Desktop Follow-up:** Can be used for certain corrective actions for which a site visit is not required and can instead be verified remotely e.g. through photographic evidence or documents provided via e-mail.

*Note: Where an auditor re-visits a site to check all items of the code then this should be recorded as a full follow-up audit and noted on the audit report.*

## 9 Audit team selection

The team shall meet the following criteria:

- i) The Lead Auditor shall be an APSCA Registered Auditors (RA) or Certified Social Compliance Auditors (CSCA) for leading the audit.
- ii) For larger audits, an audit team may be needed. The supporting/ team auditors shall also be an APSCA registered auditor at least ASCA level.
- iii) GCL deposes auditor(s) who have experience and knowledge of the prevailing conditions for workers, challenges and issues affecting the site to be audited. This includes skills, experience, gender, ethnicity, and language ability.
- iv) GCL ensures at least one member from audit team has knowledge/ experience of the applicable industry.
- v) GCL strives to complete the audit activities as per the audit plan; if any deviations occurred, with clear rationale, it will be communicated to the site. GCL will manage any unforeseen schedule changes effectively, whilst ensuring all audit activities are prioritised appropriately.
- vi) The lead auditor shall communicate in the main languages spoken by both management and workers at the employment site. When this is not possible, translators shall be used.
- vii) Where there is a majority language among workers at the site (50% or more), the worker interviewer shall be a native speaker of that language. Other minority languages spoken workers shall be covered using a translator.
- viii) When using a translator, the audit team shall spend time briefing the translator / interpreter prior to the audit and make sure they understand the sensitivity around worker interviews.
- ix) All team members are qualified under GCL's quality system, including experts/specialists used.
- x) When selecting the audit team, the worker gender balance and cultural norms will be taken into account. If this is not possible it will be noted on the audit report (if required by the standard). This is especially important when only one auditor is carrying out both the auditor and worker interview roles. If there is only one auditor involved in interviews it is important (depending on local cultural norms) that they are not alone when interviewing an individual of the opposite gender.
- xi) If a translator or other external expert is used, the team leader will ensure that they have satisfied themselves that no conflict of interest arises.
- xii) GCL shall engage any approved lists of auditor from relevant customers (if applicable).

## 10 Organizing / Scheduling the Audit

**(Audit length and sample size- interview & payroll):**

- i) The audit length shall be decided at the quoting stage itself.
- ii) GCL shall follow the manday as per the standard requirements for manday calculation and shall assign more than one auditor if needed.

- iii) A manday means one auditor present for one 8 hour working day onsite for audit.
- iv) The time spent by any team member that is not assigned as an auditor (i.e. technical experts, translators, observers and auditor-in-training) shall not count in the audit mandays duration.
- v) If a translator be required then an additional 20% may be added to the overall audit time on-site after getting approval from the employment site.
- vi) GCL shall follow the standard requirement when choosing the individual and group interviews as well as a sample size for review of files and time/wages records.
- vii) The manday excludes audit preparation, travel, audit report writing & uploading time, but includes production of a CAP (Corrective Action Plan) on site.
- viii) For a 4-Pillar SMETA Audit, 0.5 auditor days shall be added for the additional procedures of the Extended Environment and Business Ethics Assessments.

### 11 Audit Process

General principles: The audit process is made of 7 steps, as highlighted in below.

1. Opening meeting
2. Site tour
3. Management interview
4. Worker interview
5. Document review
6. CAPR preparing
7. Closing meeting

- i) Throughout the audit, the GCL auditors act in a professional manner, with respect shown to everyone on site.
- ii) Auditors does not allow their own personal beliefs to affect the audit process and deal with difficult situations with tact and diplomacy.
- iii) Auditors are aware of the GCL's Integrity Policy and act with integrity at all times throughout the audit.
- iv) Auditors report all instances of unethical behaviour through the appropriate channels.
- v) Auditors does not make any attempts to sell consultancy services during the audit.

### 12 How to deal with full or partial access denied:

The scope of the audit falls under one business license or the full premises of the site. The principle of one audit per company (per business license) shall remain, this shall cover any shared areas e.g. fire evacuation routes etc. However, where multiple business licenses exist for a common management entity or ownership at the same premises, the auditor shall record all licenses on that site. In general, a description of the building shall be included in the audit report.

#### 12.1 Full Access Denied:

i) This is either when an auditor is not let onto the premises at all or when an auditor cannot conduct sufficient parts of the audit process that allows them to triangulate information and reach a conclusion.

For example,
 

- a) refusal to access key managers,
- b) impossibility to engage with workers,
- c) lack of documentation,
- d) refusal to do the site tour.

ii) In short, if auditors are not allowed to conduct any/all 3 processes: site tour, documents review and employees' interview.

iii) If the GCL auditor has Full Access Denied, in a Smeta audit, the auditor shall trigger an alert notification. A Non-compliance shall be raised both in CAPR and audit report, and uploaded in Sedex Advance system as usual.

#### 12.2 Partial Access Denied

i) This is when some of the above-mentioned audit processes are denied, or partial site areas, partial documents and/or partial employee interviews are denied.

ii) This type of denied access does not stop the auditors from being able to carry out the audit; they can still reach a partial conclusion of the site's performance from other audit processes.

iii) For example,

- a) The auditor is refused to conduct the site tour or access some areas in the premises.
- b) The site has documents, but they refuse to provide them to the auditor for review.
- c) The auditor is unable to conduct workers interview or conducts them partially.
- d) There is no responsible person to support the auditor to conduct the audit.

iv) If the GCL auditor has Partial Access Denied, the auditor shall continue with the audit, but raise a Non-Compliance with a detailed description of the issue(s).

### 13 Conducting Interviews

- i) The GCL auditor/ audit team shall manage the worker interviews with discretion and empathy.
- ii) The auditor will introduce themselves and communicate the purpose of the audit.
- iii) The auditor will conduct the interview using an informal “conversational” technique, using open questions that encourage dialogue. A comfortable, relaxed atmosphere is the target.
- iv) The auditor will adapt questions and languages to the interviewee (e.g. depending on the level of education).
- v) The audit team will assure interviewees that all information shared during the interview will remain unattributed.
- vi) No manager or representative of the employment site, apart from the workers concerned, should be present during any worker interview.
- vii) The audit team aims to make the interviewee comfortable i.e. in the way they dress, approach the interviewees and arrange the interview room. It may be beneficial to arrange chairs so that there are no obstacles between auditors and workers.

#### 13.1 Off-Site Interviews

When there is a requirement in customer code / or request received from the Buyer/Customer, then Off-Site Interviews are conducted as below:

- i) It may be useful to interview some workers offsite, where they may feel more able to speak freely about any concerns. This is often done when there is a perceived atmosphere of fear that prevents an open discussion in the workplace.
- ii) Only very experienced auditors shall be engaged to undertake this type of interview. Off-site interviews shall also preferably be conducted in pairs, both for safety reasons and to capture and interpret information accurately.
- iii) Locations for off-site interviews could be local facilities frequented by workers, a worker dormitory where it is outside the site of employment, a worker centre etc.

### 14 Definition of Non-conformities

- i) A non-compliance shall be recorded where the practices of the site of employment do not meet the requirements of either the law, the applicable code or a customer specific code.
- ii) A non-compliance shall be raised where either there is no system in place, the system is not effective in ensuring compliance is met or where a lapse in the system puts workers at a disadvantage.

#### 14.1 SMETA

Since the Sedex system encourages audit sharing, it is very important that the standard procedure is followed and that non compliances are recorded where the site practice does not meet EITHER the law OR the applicable code OR a customer’s code OR all three.

#### 14.2 Outcome of SLCP verification

There are no nonconformities under SLCP verification program, the data completed by the facility is marked accurate or inaccurate and in case any legal obligations are not fulfilled by the facility, a legal flag shall be registered and legal reference provided. SLCP program does not require corrective action plans or engagement in other follow-up actions by the verifier body / verifier.

### 15 Corrective Action Plan Report (CAPR)

The CAPR shall be distributed as follows:

- i) One original signed copy for the employment site manager (in a language understood by the site).
- ii) A second, original, signed copy retained by the auditor together with other audit documentation.
- iii) A hard or soft copy sent to the audit requestor and the agreed Reviewers.

#### 15.1 Smeta Dispute of Findings:

When an employment site disputes the findings of the audit. There are two sections on the confirmation page of the CAPR:

- i) Section 1 – Non-compliances discussed and agreed. The auditor shall make every effort to reach agreement with the employment site and obtain their representative’s signature.
- ii) Section 2 – Where there are any disputed non-compliances, the employment site management shall be invited to complete the second part of the signature box and to state their reason for any dispute.

### 16 Audit Report Completion

- i) The Auditor documents and present all findings in the audit report, to enable the reader to understand all non-compliances, observations and good practices, as well as any improvements made. Where possible, auditors will also report on why the non-compliance is occurring by examining the system the site uses to control that aspect of the non-compliance.

**17 Audit documentation Review Process**

- i) The documentation of every audit shall undergo an independent review before being completed and shared /uploaded on the respective standard platform/ website.
- ii) The report review will be carried out by a competent Reviewers approved by GCL.
- iii) Reviewer shall not review the documentation of an audit in which he/she was involved as member of the audit team.
- iv) If the reviewer acted as observer (e.g. for internal witness audit), he/she can review the documentation of that audit.
- v) Reviewers use review criteria checklist to review audit reports and get the project completed within the time limit.
- vi) The reviewed/ finalized Audit report and CAPR shall be e-mailed to the respective OSS office/ Customer/ Audit requestor as agreed.

**18 Audit Report Sharing****18.1 SLCP Report**

The SLCP verification assessment report is uploaded into the Accredited Host (AH) platform chosen by the client Sharing of the verification assessment report shall be done via the Accredited Host (AH) platform and or / Gateway by the applicant / client.

**Invalidation of verification report**

The verified report may be invalidated due to quality assurance activity of the Verification oversight organization (VOO) or due to a dispute submitted by a client if it is substantiated.

**18.2 SMETA**

- i) The final audit documentation shall be released in the Sedex platform within 14 calendar days from last audit day or the timeframe required from the audit requestor.
- ii) Audit documents to be uploaded in Sedex platform-
  - 1. Smeta Audit report (pdf)
  - 2. CAPR (pdf)
  - 3. Signed CAPR (scanned as pdf)
- iii) Reviewer shall press the "Submit Audit" button on the Sedex platform. This will finalize the audit, freeze the documentation, and inform the site to public the report, then make the audit result visible to its dedicated members.

**19 Certification**

**19.1** For SLCP verification program there is no certification process, the final verified report shall be uploaded to the Accredited Host Platform.

**19.2** For Smeta audit program there is no certification process, the final verified report shall be uploaded to the Sedex Platform.

**20 Online Portal / Tool****20.1 SLCP Data collection Tool**

The facility completes the Data collection tool online in an Accredited Host Platform or offline in an excel sheet downloaded from the Accredited Host platform. After completing the offline excel sheet, the excel file shall be uploaded to the Accredited Host platform as the final step. The facility selects the Accredited Host (AH) for completing the data collection tool. The charges for using Accredited Host platform depends on the Accredited Host policies.

The self / joint assessment shall be made available to the verifier / verifier body at least 10 working days before the verification.

The verification shall be carried out within 2 months from the date of completion of the self / joint assessment.

It is recommended for the client to set the assessment completed status once the verification date has been finalized with the verifier body which shall not be less than 10 working days between self / joint assessment completed dates in AH and finalized verification date.

**20.2 SEDEX Advance Platform**

- i) After the audit is scheduled in the Sedex platform, the GCL authorized person shall pay the applicable fees and download the audit report templates from the Sedex platform.
- ii) The auditors will only use the standard 'Smeta Audit Report' and CAPR template, freshly downloaded with a unique Audit Reference number on the header.
- iii) These templates are completed in offline as per the Smeta guidance documents, and uploaded in the Sedex platform as a pdf document, after the review.

**21 Appeals**

In case of any appeal, information related to handling of appeals can be found at <https://www.gcl.uk/about-us/appeals/>

### 21.1 Appeals (Certification Decision) / Dispute (Audit / Verification)

If the applicant/client is not in agreement with the Lead Auditor's / verifiers recommendation after an Assessment, / verification, the Client shall support his reasons by objective evidence. All appeals / disputes will be heard by a IC Committee of the **GCL** Impartiality Committee.

The IC Committee may hear evidence from the client's representative and the Lead Auditor. The decision of the IC Committee is final and binding on both the Client and **GCL**. No counter claim will be allowed by either party. No costs, for whatever reason, will be allowed for either party as a result of an appeal.

Facility can dispute with the verifier / verifier body on the question level verification until 48 hours decision shall be by verifier / standard manager within 48 hours.

### 22 Complaints / Dispute (Auditor / Verifier) (Audit / Verification protocol)

#### a) Complaints Sent Directly to GCL

All complaints received by **GCL** within the scope of Social accreditation shall be entered into the **GCL** management system.

An acknowledgement shall be sent to the complainant within 5 days of receipt. The complaint shall be reviewed and a determination made as to its validity. Should the complaint be accepted an investigation shall then be carried out by **GCL** which may involve an unannounced audit or interviews with stakeholders such as NGO's, Trade Unions and the Complainant as a minimum.

Should the complaint not be accepted the complainant shall be advised of the reasons together with details of the **GCL** appeals procedures. Upon completion of the investigation into the complaint, the complainant shall be sent a report presenting the resolution of the complaint and the reasons for the conclusion.

**GCL** shall report to APSCA and Respective Standard owner of the results of any investigation where disciplinary action is taken in response to a violation of the Code or Standards.

#### b) Complaints Received by APSCA, SEDEX, WRAP

Any complaint received by **GCL** from APSCA, SEDEX, WRAP and SUMERRA shall be acknowledged within 5 days. Within 10 days a report shall be sent to APSCA, SEDEX, WRAP etc. with an action plan. The investigation shall be completed within 90 days.

#### c) Dispute received in Accredited Host

Facility can register disputes on verifier conduct or verification protocol on Accredited Host(AH) platform.

Disputes received in Accredited Host platform are handled by Verification Oversight Organization (VOO) and after an investigation if the dispute is substantiated the verification report may be invalidated by VOO.

In case of any Complaint, information related to handling of complaints can be found at <https://www.gcl.uk/about-us/complaints/>

### 23 Witnessed Visits / Shadow verifications

As part of the on-going audits / verifications of **GCL**, the client agrees to allow SEDEX, WRAP and SUMERRA the right to witness **GCL** conducting their audit / verification duties. The fact that SEDEX, WRAP and SUMERRA representative attends an audit / verification will not affect the audit / verification. Also, from time to time **GCL** may have to have trainee auditors / verifiers or internal audits on an assessment team.

### 24 Short Notice Audits

For clients that have been suspended or where **GCL** has received complaints then a short notice audit maybe required for follow-up and verification or validation of the implementation of corrective and preventive measures. In such cases the client agrees to co-operate with **GCL** audit team members and allow the required access.

### 25 SLCP Desktop reviews / Counter verification / Duplicate verification

i) As a quality assurance process under SLCP, the verification oversight organization(VOO) may carry out desktop reviews, counter verification and duplicate verification.

ii) This quality assurance process is carried based on risk assessment carried out by the VOO body.

#### a. Desktop Reviews

Desktop Reviews are remote assessments of verified assessment reports. Desktop Reviews are conducted to ensure that verification assessment report is the result of a high quality, reliable and consistent verification process.

#### b. Counter Verification

Counter Verifications are high level 1-day visits to a facility that recently hosted a verification. They are used to assess if SLCP verification procedures are being followed, if Verifiers have the skills and knowledge to conduct verifications and if verified assessment report content is generally accurate.

**c. Duplicate Verification**

Duplicate Verifications are a repeat of a verification, conducted within 2 months of the initial verification by a different VB or the VOO. They are used to assess if SLCP verification procedures are being followed, if Verifiers have the skills and knowledge to conduct verifications and if verified assessment report content is generally accurate.

By agreeing to the quotation the facility agrees to scheme rules and the above mentioned activities of VOO.

**26 Terms of Payment**

Payment shall be made in accordance with the individual invoice and the quotation/contract document.

**27 Indemnification**

In respect of any claim, loss, damage or expense however arising, **GCL's** liability to the client shall in no circumstances exceed the amount of **GCL's** fees paid by the client. Under no circumstance shall **GCL** be liable for any consequential loss.

**28 Impartiality**

GCL Auditor shall receive Code of Ethics Acknowledgement letter which shall be signed by Lead Auditor and client at the opening and submit to GCL.

**GCL** or any **GCL** Representative shall **not**:

- a) Provide management system consultancy which includes - preparation or production of manuals or procedures, or give specific advice, instructions or solutions towards the development, structure and implementation of a Quality management system, Environmental management systems, social management system and Food Safety management system.
- b) Provide an internal audit service to any certificated/ audited Client.
- c) Certify / audit SMETA, WRAP and SLCP management system on which it provides any consultancy.
- d) Outsource any audits to a management consultancy company involved in management systems as described with the scope of these Scheme Rules.

**29 Intellectual Property**

The ownership of all issued audit reports remains the property of GCL International Limited.

**30 Amendments to Scheme Rules**

- a) The Impartiality Committee of **GCL** reserves the right to amend these Scheme Rules without prior notification. Should the Scheme Rules be updated the latest version shall be put on the web site and all clients informed.
- b) Client should record the Scheme Rules as an "external document" within their management system for document control.

**31 Use of the LOGO & GCL Symbols****31.1 Sedex**

GCL agrees to adhere to Sedex Brand Guidelines at all times. GCL shall only use the Sedex logo with the prior agreement of Sedex, and only for the stated purpose at the time of such agreement. Failure to do so will be considered a material breach of these Rules.

**32 Arbitration and Disputes**

Any dispute, controversy, proceedings or claim between the parties relating to this Agreement shall be settled amicably. If no agreement is reached, the matter will then be referred to an arbitrator nominated by both parties.

**33 Applicable Law and Jurisdiction**

This Agreement and any dispute, controversy, proceedings or claim between the parties relating to this Agreement shall be governed by, and construed in accordance with, the laws of England and Wales

**34. GCL Policies**

GCL follows policies as stated on GCL's website (<https://www.gcl.uk/about-us/policies/>)

**35. GCL Anti-bribery and Corruptions**

GCL follows policies as stated on GCL's website (<https://www.gcl.uk/about-us/policies/>)