

## **IESANZ Ltd - Whistle-Blower Policy**

### **1. Policy Purpose**

The IESANZ Ltd whistle-blower policy is an important tool for helping IESANZ Ltd to identify wrongdoing that may not be uncovered unless there is a safe and secure way to disclose wrongdoing.

IESANZ Ltd is committed to the highest standards of integrity and conduct. If you are aware of possible wrongdoing, we encourage you to disclose this information and will support you in doing so.

IESANZ Ltd will ensure people who disclose wrongdoing can do so safely, Securely and with confidence that they will be protected and supported.

IESANZ Ltd is committed to encouraging the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving IESANZ Ltd businesses and provides protections and measures so that people who make a report can do so confidentially and without fear of intimidation, disadvantage, or reprisal.

### **2. Policy Application**

This policy applies to and provides protections to Protected Whistle-blowers.

***Individuals are a Protected Whistle-blower, and entitled to protection under the Corporations Act 2001 (Cth) (Corporations Act) and, if applicable, under the Taxation Administration Act 1953 (Cth) (Taxation Administration Act) where the individual is an eligible Whistle-blower that disclosed (or intend to disclose) a Reportable Matter, to an Eligible Recipient, or to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or another entity prescribed under the Corporations Act.***

The meaning of the terms 'Eligible Whistle-blower', 'Reportable Matter' and 'Eligible Recipient' are defined later in this policy.

An individual will also be entitled to protection as a Protected Whistle-blower who receives advice from a legal practitioner on the operation of whistleblowing protection laws.

Also, in more specific and limited circumstances, where a matter is of public interest, or there is an emergency, a report may be protected if it's made to a journalist, or a member of Parliament.

It is important that individuals understand the criteria for making a public interest, or an emergency disclosure, to be covered by the whistle-blower protections. IESANZ Ltd recommends individuals contact an independent legal adviser before making a public interest, or an emergency disclosure.

An Eligible Whistle-blower is a person who is, or has been, any of the following:

- an officer or employee of IESANZ Ltd (this includes current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors)
- a person who supplies goods or services to IESANZ Ltd, or an employee of a person who supplies goods or services to IESANZ Ltd (whether paid or unpaid) - this could include current and former volunteers, contractors, consultants, service providers and business partners
- a person who is an associate of IESANZ Ltd - for example, a director or company secretary of IESANZ Ltd, or a related body corporate of IESANZ Ltd
- a relative, dependent, or dependent of the spouse, of any person referred to in this definition of Eligible Whistle-blower
- an individual prescribed by the Regulations as being an eligible Whistle-blower

### **3. Matters Where This Policy Applies**

The section below sets out what is a Reportable Matter, that will qualify for legal protection under the Corporations Act (or the Taxation Administration Act, where relevant). Disclosures that aren't about a Reportable Matter, will not be protected under the Corporations Act, or the Taxation Administration Act and this policy.

#### **3.1 Reportable Matters**

A disclosure will concern a Reportable Matter if an Eligible Whistle-blower has reasonable grounds to suspect that the information being disclosed in relation to IESANZ Ltd, or a related body corporate of IESANZ Ltd, is about:

- misconduct (including fraud, negligence, default, breach of trust and breach of duty)
- an improper state of affairs or circumstances
- behaviour that represents a danger to the public or the financial system
- bribery, or theft
- a breach of the Corporations Act
- a breach of the Taxation Administration Act or improper conduct in relation to the tax affairs

#### **3.2 Personal Work-Related Grievances**

Personal work-related grievances that do not involve a detriment caused to an individual as a Protected Whistle-blower (or a threat of detriment), are not a Reportable Matter and are not protected under the Corporations Act, or Taxation Administration Act.

A personal work-related grievance is one that relates to a current, or former employee, that has implications for the former employee, but does not have significant implications for IESANZ Ltd.

Examples of work-related grievance not protected by law could include a belief an employee missed out on a promotion, or an employee that does not like the managerial style of a supervisor.

However, a work-related grievance may still qualify for protection under the law if for example:

- it is a mixed report that includes information about a Reportable Matter (as well as a work-related grievance)
- IESANZ Ltd has broken employment or other laws which are punishable by imprisonment for 12 months, or more, or acted in a way that is a threat to public safety
- the disclosure relates to information that suggests misconduct that goes further than the whistle-blower's personal circumstances
- the whistle-blower suffers from, or is threatened with detriment, for making a disclosure

### **4. How To Report**

#### **4.1 Making a Disclosure**

Reports can be made in person or by telephone, post, or email. Reports can be made within business hours or outside business hours.

If, at any time a reporter is uncertain whether to make a protected disclosure, they can get independent legal advice. Any discussions you have with a lawyer is protected under this policy and under law.

A notification of a disclosure should be made to an eligible recipient.

#### **4.2 Eligible Disclosure Recipients**

A protected disclosure of a Reportable Matter can be made using any of the channels

- an officer, director, or senior manager of IESANZ Ltd; IESANZ Ltd Directors contact details are available at the following website location: <https://www.iesanz.org/about/board-member-profiles>



- an external auditor of IESANZ Ltd who may be contacted at the following email address: [marj.wessels@wessels.com.au](mailto:marj.wessels@wessels.com.au) or via the website: <https://www.wessels.com.au/contact.html>
- The IESANZ Ltd tax agent who may be contacted at the following email address: [mitch@hannans360.com.au](mailto:mitch@hannans360.com.au) or via the website: <https://www.hannans360.com.au/contact/>

### **4.3 Other Eligible Disclosure Recipients**

Disclosures of a Reportable Matter may also be protected when made to

- ASIC
- APRA
- Commissioner of Taxation
- journalists
- Commonwealth authorities prescribed by law

## **5. False Reports**

A Protected Whistle-blower will still qualify for protection for a disclosure even if their disclosure turns out to be incorrect. However, anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal.

## **6. Reporting Anonymity**

An individual making a report may choose to remain anonymous when disclosing a Reportable Matter, over the course of the investigation and after the investigation is finalised. While you are encouraged to share your identity when making a disclosure, as it may make it easier for IESANZ Ltd to address your disclosure of a Reportable Matter and for IESANZ Ltd to communicate with you, you are not required to share your identity. If you don't share your identity, IESANZ Ltd will assess your disclosure in the same way as if you had revealed your identity. However, there may be some practical limitations in conducting the investigation if you don't share your identity.

## **7. Protections for Protected Whistle-Blowers**

### **7.1 Confidentiality**

Disclosures from Protected Whistle-blowers will be treated confidentially and sensitively. Once a report is received, the Eligible Recipient will make sure immediate steps are taken to protect the identity of the Protected Whistle-blower. This will include redacting the name and position of the Protected Whistle-blower from any written record of the report and making sure appropriate document security is implemented.

It is illegal for a person to identify Protected Whistle-blowers or disclose information that is likely to lead to their identification. If you are a Protected Whistle-blower, your identity and position (or any other information which would be likely to identify you) will only be shared if:

- you consent to the information being shared
- the disclosure is to a recipient permitted by law such as the Commissioner of Taxation or Australian Federal Police
- the disclosure is otherwise allowed, or required by law, for example, disclosure to a lawyer of IESANZ Ltd to receive legal advice relating to the law on whistleblowing

In addition, for information likely to identify an Eligible Whistle-blower, this may be shared if it is reasonably necessary for the purposes of an investigation. In this circumstance all reasonable steps will be taken to reduce the risk that you will be identified.

## **7.2 Protection Against Detrimental Treatment**

It is illegal for a person to engage in conduct that causes (or threatens) detrimental treatment to a Protected Whistle-blower in the belief or suspicion that a person has made, may make, proposes to make, or could make a report of a Reportable Matter, and where that belief or suspicion is a reason for the conduct.

Detrimental treatment could include dismissal, demotion, harassment, damage to your reputation, discrimination, disciplinary action, bias, threats, or other unfavourable treatment connected with making a disclosure as a Protected Whistle-blower.

IESANZ Ltd will seek to ensure that Protected Whistle-blowers are not subjected to detrimental treatment because of making (or intending to make) a disclosure under this policy. To protect Protected Whistle-blowers from detrimental treatment, IESANZ Ltd will:

- assess the risk of detriment against a Protected Whistle-blower as soon as possible after receiving a disclosure of a Reportable Matter
- make sure IESANZ Ltd management are aware of their responsibilities to maintain the confidentiality of a Protected whistle-blower, address the risks of detriment and ensure fairness when managing the performance of, or taking other management action relating to, a Protected whistle-blower
- take practical action to protect a Protected whistle-blower from the risk of detriment and intervene if detriment has already occurred

If a Protected whistle-blower believes that they have been subject to detrimental treatment, they should inform an Eligible Recipient immediately.

## **7.3 Other Protections for Protected Whistle-blowers**

Protected Whistle-blowers are protected from civil, criminal, or administrative liability (including disciplinary action) for making reports of Reportable Matters. No contractual right (including under an employment contract) can be exercised against a Protected whistle-blower to stop them disclosing a Reportable Matter.

If you are a Protected whistle-blower and the disclosure is to an Eligible Recipient, or other designated body, as set out above or is a public interest disclosure, or emergency disclosure, the information you disclose also cannot be used against you in criminal proceedings, or in proceedings for the imposition of a penalty (except if the proceedings are in respect of the falsity of the information).

Eligible Whistle-blowers may also be entitled to seek compensation and other remedies through the courts if IESANZ Ltd fails to protect the Eligible whistle-blower from detriment and the Eligible whistle-blower suffers loss or damage.

## **8. How will IESANZ Ltd Investigate Eligible Whistle-Blower Disclosures**

Once a report of a Reportable Matter has been received from an Eligible whistle-blower, who has provided reasonable grounds for their belief that the Reportable Matter has occurred, an investigation of those allegations will begin as soon as practicable after the report has been received.

If IESANZ Ltd determine that the information disclosed does not amount to a Reportable Matter, the Eligible whistle-blower will be, if practicable, informed of that decision. In some instances, reports may not be able to be responded to, for example, because they are anonymous reports.

If an investigation is conducted the investigation will:

- follow a fair process
- be conducted in as timely a manner as the circumstances allows
- be independent of the person(s) about whom an allegation has been made

Provided there are no restrictions, or other reasonable bases for doing so, people against whom an allegation has been made will be informed of the allegation and will have an opportunity to respond to any allegation. That is, IESANZ Ltd will take steps to ensure fair treatment of any person who is the subject of the Reportable Matter report, as well as the Protected whistle-blower.

Investigations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights of the people involved in the investigation. IESANZ Ltd recognises the importance of balancing the rights of the Eligible whistle-blower and the rights of people against whom a report is made in ensuring fairness.

## **9. IESANZ Ltd Communication with Protected Whistle-Blowers**

IESANZ Ltd will ensure that, provided a claim was not submitted anonymously, the Protected whistle-blower will be kept informed of the outcomes of the investigation of their allegations. This will be subject to the considerations of privacy of those against whom allegations are made and considerations of confidentiality affecting IESANZ Ltd.

If the Protected whistle-blower is not an employee of IESANZ Ltd, the Protected whistle-blower will be kept informed of the investigative outcomes (subject to privacy considerations as above), once the Protected whistle-blower has agreed in writing to maintain confidentiality in relation to any information provided to them regarding a report made by them.

If the whistle-blower finds that they are experiencing emotional distress because of the whistle-blower process, the IESANZ Ltd Board will consider what may be provided to assist the whistle-blower on a case-by-case basis, including, but not limited to, the provision of psychological and emotional support services.

## **10. Further Whistle-Blower Policy Details**

### **10.1 Availability of IESANZ Ltd Whistle-blower Policy**

The IESANZ Ltd Whistle-Blower Policy is made publicly available on the IESANZ Ltd website.

