

# Australian International Trade & Transport Industry Development Fund Limited

ACN 155 126 266

## Whistleblower Policy

### 1 About this policy

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The purpose of this policy is to outline how Australian International Trade and Transport Industry Development Fund Limited (**Company**) will deal with whistleblowing disclosures made in accordance with the *Corporations Act 2001 (Corporations Act)* and the *Taxation Administration Act 1953 (Tax Act)*.

To qualify for the protections available under the Corporations Act or the Tax Act you must be an eligible whistleblower, who discloses information to an eligible recipient, which is protected under that legislation. These principles are explained in this policy.

The Company takes its compliance obligations seriously, and it wants to hear from you if you know something that would be a 'whistleblowing disclosure' under this legislation. This policy sets out the protections available to eligible whistleblowers, and the Company encourages you to report anything you know about wrongdoing as soon as possible after you become aware of it, to help us maintain our values and our commitment to ethical business practice.

The Company can change this policy from time to time. It is not intended to be contractual in nature, but you will need to comply with this policy as an employee or contractor of the Company. It may be appropriate for the Company to depart from this policy where warranted in serious circumstances (such as, if there is a risk to a person's life or safety).

This policy first deals with whistleblowing disclosures to which the Corporations Act applies. You should refer to part 7 for guidance about disclosures under the Tax Act.

### 2 Who can make a whistleblowing disclosure?

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You are eligible to make a whistleblowing disclosure to which the Corporations Act applies if you are, or have been:

- (a) an officer or employee of the Company;
- (b) a supplier of goods or services to the Company (including on an unpaid basis), or an employee of such a supplier;
- (c) a director or secretary of a related body corporate of the Company; or
- (d) a relative or dependant of any of the above people.

### 3 What is a 'whistleblowing disclosure'?

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#### 3.1 Whistleblowing disclosures – Corporations Act

A 'whistleblowing disclosure' under the Corporations Act can be made by an eligible whistleblower who has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to the Company (or a related body corporate).

This includes (but is not limited to) where the whistleblower has reasonable grounds to suspect the information indicates that the Company (or a related body corporate), or any of its officers or employees, has engaged in conduct that:

- (a) constitutes an offence under, or contravention of any of the following legislation (or any instrument under them):

<i>Corporations Act 2001</i>	<i>Australian Securities and Investments Commission Act 2001</i>
<i>Banking Act 1959</i>	<i>Financial Sector (Collection of Data) Act 2001</i>
<i>Insurance Act 1995</i>	<i>National Consumer Credit Protection Act 2009</i>
<i>Superannuation Industry (Supervision Act) 1993</i>	<i>Life Insurance Act 1995</i>

- (b) constitutes an offence against any other Commonwealth law punishable by 12 months' or more imprisonment; or
- (c) represents a danger to the public or the financial system.

For example, if you have reasonable grounds to suspect that a fraud, illegal money laundering, violence or other criminal conduct, or conduct which would cause harm to a person, has taken place (or is taking place or may take place) then you should disclose that to the Company. This list is not exhaustive and other wrongdoing may be covered by this policy even if it may not be a breach of a particular law, for example, if it causes a significant risk to public safety.

### 3.2 Personal work-related grievances

A 'personal work-related grievance' is **not** a whistleblowing disclosure unless it has significant implications for the Company that do not relate to you, and:

- (a) concerns conduct (or alleged conduct) referred to in points 3.1(a) to (c) above; or
- (b) concerns victimisation or threatened victimisation to you, as outlined in point 6.4 below.

A 'personal work-related grievance' is a complaint or dispute to do with your employment (or previous employment) with the Company, which has implications for you personally. For example, an interpersonal conflict between you and another employee, or, if you are dissatisfied about a decision relating to your employment (such as about transfer or promotion, the terms of your employment, discipline or termination).

### 3.3 When to use this policy

If you have a work-related grievance which is **also** a whistleblowing disclosure, you can refer to this policy.

Disclosures of a personal work-related grievance **only** are not protected under this policy or the Corporations Act. If you have a personal work-related grievance **only**, then you should refer to the Company's Chairman.

## 4 Making a disclosure – Corporations Act

### 4.1 Making a whistleblowing disclosure to the Company

You can make a whistleblowing disclosure to which the Corporations Act applies by contacting the following people (**Contact Officers**):

- (a) an officer or senior manager at the Company (or a related body corporate);

Name & Position	Contact address:	Telephone	Email
Company Secretary	PO Box 1185, Ashfield NSW 1800]	0411 282 157	secretariat@itdfund.org.au

- (b) the Company's auditor (or a member of the audit team);

Name & Position	Contact address:	Telephone	Email
Anthony Zahra	Sustainable Numbers Suite 405, Level 4, 83 York St., Sydney NSW 2000	0412 692 088	anthony@sustainablenumbers.com.au

You should ensure that any email or correspondence that you send to a Contact Officer is marked '**Strictly Confidential**'.

You should not make a whistleblowing disclosure to a Contact Officer who has been involved in the conduct or allegations you are reporting. In that case, contact a different Contact Officer.

### 4.2 External disclosures

If you do not want to contact the Company, you can contact the Australian Securities and Investment Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**) to make a whistleblowing disclosure, and you should refer to their policy about how the disclosure will be managed and the protections that will be available to you.

Public interest and emergency disclosures (for example to a member of parliament or journalist) will only be protected if made in specific circumstances set out in the legislation. For example, before making a public interest disclosure you must first make a report to ASIC, APRA or another prescribed body, and you must wait at least 90 days before making the public interest disclosure. You should ensure you carefully follow the correct process, or your protections under the Corporations Act will be lost.

An eligible whistleblower may disclose the information to a legal practitioner for the purpose of obtaining legal advice/representation in relation to the operation of the Corporations Act, and this disclosure will be protected under the Corporations Act. It is recommended that you seek legal advice before making a public interest or emergency disclosure.

### 4.3 Information to include in a whistleblowing disclosure

You can make a whistleblowing disclosure to the Company (or a related body corporate) anonymously or by using a pseudonym, and the protections under the Corporations Act will apply even if you choose not to identify yourself. If you choose to remain anonymous then the Company encourages you to provide contact details for a secure and anonymous method of communication so that we can contact, you if needed.

If you choose to identify yourself, the Contact Officer is generally required to keep your identity confidential (see point 6.1 below for more information).

If you make a whistleblowing disclosure, you should provide reasonable details to assist the Contact Officer to determine the best course of action, such as:

- (a) when and where the relevant events occurred (e.g. dates and times);
- (b) details of anyone involved; and
- (c) any supporting information (e.g. documents, file notes, emails, photographs).

## 5 Assessment and Investigation

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### 5.1 Assessment of the disclosure

The Treasurer will conduct a preliminary assessment, to determine whether your disclosure requires further investigation and whether this policy applies. If you have identified yourself to the Contact Officer and given the Contact Officer permission to disclose your identity to the Treasurer, then the Treasurer may contact you to obtain further information. If you do choose to remain anonymous, this can make it more difficult to make an assessment of and investigate the disclosure.

If your whistleblowing disclosure concerns the Treasurer, then the Company Secretary or Chairman will carry out this assessment.

The assessor will endeavour to complete the assessment within two weeks, but this will depend on the circumstances and nature of your disclosure.

### 5.2 Investigation

An investigation will only take place if there is objective evidence to support the allegations, or, a reasonable suspicion that such evidence may be obtained through further investigation. The investigator appointed by the Company will determine whether the information in the disclosure is proven on the balance of probabilities (i.e. it is more likely than not that the alleged conduct has occurred). A formal investigation might involve third parties such as lawyers, accountants, consultants or specialist forensic investigators. Relevant evidence will be collected, which may include interviewing witnesses. The investigator will endeavour to complete the investigation within six weeks, but this will depend on the circumstances and nature of your disclosure.

If a whistleblowing disclosure is proven, the investigator will report the outcome of the investigation to the appropriate decision-maker for further action. Where appropriate, the whistleblower will be advised of the outcome, provided that the whistleblowing disclosure was not made anonymously, and relevant contact details have been provided.

If the whistleblowing disclosures are not proven, but there is evidence of other inappropriate conduct, the matter may be referred for other action. For example, it might be referred to the Company Secretary if there is evidence of a breach of an employment policy.

If the whistleblowing disclosures are not proven, and there is insufficient evidence of other inappropriate conduct, no further action will be taken and the whistleblower should be advised accordingly, provided that the whistleblowing disclosure was not made anonymously, and relevant contact details have been provided.

### 5.3 **Contact**

If you make a disclosure as an eligible whistleblower under this policy then you will be contacted with updates during the investigation process when appropriate stages are completed, as long as you have provided your contact details. The timing of updates will depend on the circumstances of the investigation.

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## 6 **Protections**

### 6.1 **Protection of identity and confidentiality**

If you have chosen to reveal your identity to the Contact Officer when making a whistleblowing disclosure, the Contact Officer may ask for your consent to disclose your identity and/or information that might lead to your identification. For example, if this would assist with an investigation.

If you choose not to give consent, then the Contact Officer is only permitted to disclose your identity:

- (a) to ASIC, APRA (or to the Commissioner of Taxation (**Commissioner**) in relation to a tax matter referred to in part 7) or the Australian Federal Police;
- (b) to a legal practitioner to obtain advice or legal representation in relation to the operation of the legislation; or
- (c) in limited circumstances required by law, for example, where ordered by a Court in legal proceedings.

It is a breach of the Corporations Act for the Contact Officer to disclose your identity to any other person without your consent.

If reasonably necessary, information that does **not** reveal your identity may be disclosed to investigate your disclosure. The Company will take all reasonable steps to reduce the risk that you will be identified as a result.

### 6.2 **Protection of files and records**

The Company's records created from an investigation should be retained under strict security in the course of the investigation and following the investigation by the Company Secretary. Access will only be given on a 'need to know basis' to those persons directly involved in the investigation of your disclosure and managing any outcomes. Your identity will not be disclosed to any of those people, except with your consent or as referred to in point 6.1. Where appropriate, identifying information will be redacted.

### 6.3 Support

If you have concerns about your work environment when you make a whistleblowing disclosure (or at any time after making the disclosure) then you should tell the Contact Officer immediately. The Contact Officer will discuss appropriate strategies with you to manage any performance impacts or other challenges arising from the disclosure or the investigation

### 6.4 No victimisation

'Victimisation' is what happens if a person is subjected to detriment as a result of:

- (a) making a whistleblowing disclosure; or
- (b) someone else's belief/suspicion that the person has made or will make a whistleblowing disclosure.

For example, it can include harassment or intimidation, termination of employment, injury in employment, physical violence, psychological harm, and/or damage to reputation or property.

Victimisation is strictly prohibited by the Company. You should immediately inform the Contact Officer if you are subjected to victimisation, or any threat of victimisation, so action can be taken.

### 6.5 Protecting employees

Employees mentioned in a whistleblowing disclosure, or to whom a disclosure relates, also need to be treated fairly. No decisions should be made about any allegation against them without proper investigation. Also, their involvement will be kept reasonably confidential.

### 6.6 Protections under the Legislation

An eligible whistleblower has additional protections under the legislation:

- (a) The whistleblower is not subject to any civil, criminal or administrative liability (including disciplinary action) for making a whistleblowing disclosure.
- (b) No contractual or other remedy can be enforced, and no contractual or other right can be exercised against a whistleblower on the basis of the whistleblowing disclosure.
- (c) If the disclosure is made to ASIC, APRA (or to the Commissioner in relation to a tax matter referred to in part 7) or is a public interest/emergency disclosure, then the information is not admissible in criminal proceedings or for the imposition of a penalty against a whistleblower.
- (d) A whistleblower may be entitled to compensation for victimisation. Other remedies may also be available depending on the type of detriment suffered, for example, a Court may grant an injunction to stop victimisation, require an apology to be given, or to re-instate a whistleblower who has been victimised by termination of employment.

**Note:** Some of the protections referred to this policy might not be available to you, to the extent you are found to have been involved in wrongdoing (such as, knowingly giving false information).

### 6.7 Involvement in wrongdoing

The Company may take disciplinary action against anyone found to have:

- (a) victimised or threatened a whistleblower;
- (b) disclosed information in breach of whistleblower protections; or
- (c) lied or knowingly given false evidence in connection with a whistleblowing disclosure.

**Note:** If a whistleblower has properly made a disclosure in accordance with the Corporations Act, they are entitled to the protections under the legislation and this policy, even if the allegations are ultimately found not to be proven.

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## 7 Tax Act

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A whistleblowing disclosure can be made by certain eligible whistleblowers to certain eligible recipients under the Tax Act where:

- (a) the whistleblower discloses information which they have reasonable grounds to suspect indicates misconduct or an improper state of affairs in relation to the Company's tax affairs; and
- (b) the whistleblower considers the information may assist the recipient to perform functions/duties in relation to the Company's tax affairs.

If you are eligible to make a protected disclosure under the Corporations Act as outlined in part 2, then you are also eligible to make a protected disclosure under the Tax Act.

You can make a protected disclosure under the Tax Act to anyone at the Company listed in part 4.1, to the Company's auditor or an audit team member, to the Company's registered tax or BAS agent (if any), or to a Club employee who has functions/duties that relate to the tax affairs of the Company.

A whistleblowing disclosure duly made under the Tax Act to the Company will generally be assessed and investigated in accordance with this policy, and whistleblowers will be afforded the protections set out in this policy, subject to any variations to this policy required to comply with the Tax Act.

A whistleblower can also make such a disclosure to the Commissioner, in which case you should refer to their policy about how disclosures will be handled.

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## 8 Information and complaints

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For more information about this policy you can contact the Treasurer.

If you think anyone at the Company (or a related body corporate) has breached their obligations of confidentiality to you in relation to any whistleblowing disclosure under the Corporations Act or the Tax Act, please immediately contact the Treasurer so action can be taken. If you do not want to contact the Company, you can contact ASIC, APRA, or the Commissioner (in relation to the Tax Act). You can also contact a legal practitioner for advice or representation.

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