Whistleblower Policy

As in force as at Council resolution 11 March 2020. 2020/03/7.3

1. Purpose and scope

The Institute of Actuaries of Australia's (**the Institute**, **us, our, we**) Whistleblower Policy ("**Policy**") has been put in place to ensure that Institute (and its related bodies corporate) Personnel can raise concerns regarding Reportable Conduct (as defined in section 4 below) which may amount to breaches of statutory, regulatory or codified obligations without being subject to victimisation, harassment or discriminatory treatment.

This Policy aims to:

- encourage our Personnel to report an issue if they have reasonable grounds to suspect that someone has engaged in Reportable Conduct;
- outline how we will deal with reports of Reportable Conduct; and
- set out the avenues available to our Personnel to report Reportable Conduct to us.

This Policy should be read together with our Human Resource manual Anti-Bribery & Anti-Corruption Policy.

We aim to address all concerns in a manner that is fair, prompt, sensitive and confidential (to the extent possible).

2. Scope

This Policy does NOT cover matters that are regarded as personal work-related grievances. Such issues should be reported to the Executive Assistant to the CEO under the section 2 [Appropriate Workplace Behaviour Policy of the Institute of Actuaries of Australia HR Policies and Procedures Manual October 2019 covering Anti-discrimination, Harassment, Bullying and Victimisation.

However, a disclosure about work-related grievances may qualify for protection where:

(a) the disclosure also includes information about Reportable Conduct (as defined in section 5 below)

(b) the disclosure suffers from or is threatened with detriment for making a disclosure;

(c) the discloser seeks legal advice about the operation of whistleblower protections;

(d) the disclosure relates to the breach of employment (or other) laws punishable by imprisonment for a period of 12 months or more;

(e) the disclosure relates to conduct that represents a danger to the public; or

(f) the disclosure relates to information that suggests misconduct beyond the discloser's own personal circumstances.

3. Application

All current and past Institute workers, including directors, officers, employees, contractors, sub-contractors, suppliers, volunteers, committee members, associates, service providers (such as consultants) and their employees (**"**Institute **Personnel"**) may raise concerns regarding Reportable Conduct under this Policy, as well as their relatives and dependants

4. Duties of Institute Personnel in relation to Reportable Conduct

Institute Personnel who become aware of known, suspected, or potential cases of Reportable Conduct must make a report under this Policy or under other applicable policies as a matter of priority.

5. Matters that should be reported

Any matter which any Institute Personnel member suspects, on reasonable grounds, concerns misconduct or an improper state of affairs or circumstances in relation to the Institute or our related bodies corporate (or the conduct of our officers or employees), should be reported in accordance with this Policy (**Reportable Conduct**).

Reportable Conduct may include any conduct that involves:

- misconduct or an improper state of affairs;
- dishonest behaviour;
- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities that may constitute an indictable offence under Federal, State, or Territory Law;
- unethical behaviour, including anything that would breach our Anti-Bribery & Anti-Corruption Policy;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to the Institute's operations or activities;
- a matter set out in section 2 above; or
- tax avoidance behaviour and other taxation-related impropriety – this is discussed further in section 6.

A disclosure which does not relate to Reportable Conduct will not qualify for protection under the *Corporations Act 2001* (Cth) ("**Corporations Act**") or the *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**"). However, a disclosure made to a legal practitioner for the purposes of obtaining legal advice will always be protected under legal professional privilege.

We rely on our Personnel to help maintain and grow its culture of honest and ethical behaviour. We will not tolerate conduct that should be reported under this Policy. It is therefore expected that any Institute Personnel who becomes aware of such Reportable Conduct will make a report as a matter of priority.

We take reports made under this Policy very seriously – false or frivolous reports or claims may have serious consequences, including reputational damage to the Institute and individuals who are the subject of allegations. Disciplinary action may be taken against any employee who makes a false or frivolous report without having reasonable grounds. This is discussed further in section 7.

6. Tax Whistleblowers

A disclosure in relation to tax avoidance behaviour and other taxation-related impropriety may be made to the Institute's external auditor and registered tax agent in addition to a legal practitioner or any Institute directors or the Audit and Risk Council Committee, officers or senior management employees. A disclosure may also be made to the Australian Taxation Office where the individual believes the information to be disclosed may assist the Commissioner of Taxation in performing its duties and functions.

Institute Personnel who make a disclosure relating to the Institute's tax affairs will qualify for whistleblower protections under the *Taxation Administration Act* as discussed in section 7.

7. How to make a report and who you can report to?

Internal Reporting

In the first instance, you are encouraged to make an internal report concerning Reportable Conduct under this policy to an Institute Protected Disclosure Officer. Protected Disclosure Officers are required to comply with the terms of this Policy, including keeping the identity of the Whistleblower confidential (subject to applicable laws) and providing such support as is necessary in the conduct of making an investigation.

- All Institute directors, officers and senior managers are Protected Disclosure Officers, in particular:
  - The Company Secretary/Chief Financial Officer (CFO)
  - The Chief Executive Officer (CEO)

External Reporting

You may also report to officers and senior managers of the Institute's auditor, a legal practitioner and to the Australian Securities and Investment Commission ("ASIC") and other Commonwealth authorities. However, we encourage you to use our internal processes in the first instance.

A disclosure of Reportable Conduct which is not made to a recipient specified in this section or section 8 below will not qualify for protection under the *Corporations Act* or the *Taxation Administration Act.*

Anonymity

A report can be made anonymously - Protected Disclosure Officers will keep the identity of all reporters confidential (subject to applicable laws). However, it may be difficult for us to properly investigate anonymous reports. If authorities take further legal action in relation to the reported matter, it may become necessary for a reporter to identify themselves to these authorities.

Anonymous reporters will qualify for protection under the *Corporations Act* and we will continue to take all reasonable steps to ensure that the reporter is treated fairly and protected against discrimination or detriment in respect of their employment.

8. Protection for Whistleblowers

Eligible whistleblowers who report disclosable matters to eligible recipients are entitled to certain protections under law, such as protection against the commencement of certain legal proceedings or actions in relation to the report.

Institute Personnel who have information which they suspect, on reasonable grounds, relates to Reportable Conduct and make a report of that information in accordance with this Policy (**"Whistleblower"**) will not be discriminated against or disadvantaged in their employment or engagement with the Institute, even if the report is subsequently determined to be incorrect or not substantiated.

We will take all reasonable steps to ensure that a Whistleblower will not be subject to any form of victimisation, discrimination, injury, harassment, demotion, dismissal or prejudice, because they have made a report. However, this Policy may not protect the Whistleblower from liability to the extent they are also found to have been involved in or connected to the Reportable Conduct.

(a) Confidentiality and protection of your identity

Subject to compliance with legal requirements, upon receiving a report under this Policy, the Institute and our Protected Disclosure Officers are legally prohibited from disclosing any particulars that might identify, or are likely to lead to the identification of, the individual reporting conduct, without first obtaining the relevant individual's express consent. Unless required by law, any disclosure will be done on a strictly confidential basis. However, the Protected Disclosure Officer is able to disclose the complaint without your consent to ASIC, APRA or the Australian Federal Police, to an Australian legal practitioner for the purposes of obtaining legal advice, or otherwise as permitted by law.

(b) Protection of files and records

All files and records created from an investigation into Reportable Conduct reported under this Policy will be securely stored and retained by us. No information pertaining to the Reportable Conduct will be released to any person not involved in the investigation (other than to our senior managers or directors requiring access in order to action the report or for corporate governance purposes) without the relevant Protected Disclosure Officer's authority and your consent.

(c) Support for Whistleblowers

We are committed to supporting individuals who wish to make a report of Reportable Conduct under this Policy. If you are considering making a report under this Policy in person, you can ask to do so with a support person present. We will take all reasonable steps to ensure that Institute Personnel who make a report of Reportable Conduct receive appropriate support and engagement.

Additional Support is available via:

- AccessEAP
  - 1800 818 728 or 02 8247 9158
  - http://www.accesseap.com.au/client-area/client-login.htm
- The Institute's Human Resources Team; or
- Independent support service providers such as:
  - Lifeline 13 11 14; or'

- Beyond Blue 1300 224 636

(d) Fairness

It is a priority for us that individuals who make a report under this Policy do not suffer detriment or adverse treatment as a result. Detriment or adverse treatment may include actual or threatened:

(i) dismissal, demotion, suspension or alteration of an employee's position;

(ii) discrimination between Institute Personnel;

(iii) damage to property, reputation or financial position; or

(iv) harassment, intimidation, harm or injury.

We do not tolerate any form of unfair treatment, threat, retaliation or other action against any individuals who have made or assisted in the making of a report under this Policy and will take steps to ensure that these individuals do not suffer detriment as a result of reporting. Any such treatment, threat, retaliation or other action must immediately be reported to a member of our Human Resource Team to investigate.

In addition, if you make a report of Reportable Conduct under this Policy, you are entitled to additional protections under law. These protections ensure that eligible persons who make eligible disclosures are protected against civil, administrative and criminal liability or the enforcement of certain contractual remedies in respect of those disclosures. We encourage Whistleblowers to seek independent legal advice.

Whistleblowers are entitled to seek compensation and other remedies for loss, damage or injury suffered as a result of a disclosure or if the Institute has failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct from occurring.

(e) False or frivolous reports

A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of Reportable Conduct. Therefore, it is very important that Whistleblowers who make a report under this Policy do so with reasonable grounds to suspect the Reportable Conduct has, or will shortly, take place, and that all underlying information and facts concerning the Reportable Conduct are true and correct.

We take reports made under this Policy very seriously Disciplinary action may be taken against any employee who makes a false or frivolous report without having reasonable grounds to suspect that the Reportable Conduct has, or will shortly, take place. A Whistleblower will not be considered to have made a report with reasonable grounds to suspect that the Reportable Conduct has, or will shortly, take place, if the report is frivolous, raised for a malicious reason or ulterior motive, or if it is not based on facts and/or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters may also be considered not to be made with reasonable grounds to suspect that the Reportable Conduct has, or will shortly, take place.

9. Public Interest and Emergency Reporting

In circumstances where you make a report of Reportable Conduct to ASIC, APRA or a prescribed Commonwealth authority and:

(a) you have reasonable grounds to believe the report concerns a substantial and imminent danger to the health and safety of one or more persons or the natural environment; or

(b) at least 90 days have elapsed since the date of that report and you do not have reasonable grounds to believe that action has been taken in respect of that report (providing that you have contacted the person to whom the report has been made to check on the status of the investigation) and you have reasonable grounds to believe that making a further disclosure would be in the public interest;

a further report may be made to a member of parliament or journalist but only if the Whistleblower has given prior written notice of the intention to make a secondary report to the original recipient of the report. In such case the further report may be entitled to the protections conferred by law.

We will take reasonable steps to ensure that a Whistleblower is not victimised as a result of making a protected emergency report.

10. How we investigate Reportable Conduct

We will investigate all Reportable Conduct reported under this Policy as soon as possible after the matter has been reported. The relevant Protected Disclosure Officer will have responsibility and oversight for the investigation (unless we determine that a more suited Protected Disclosure Officer should take control of the investigation). The Protected Disclosure Officer may, subject to confidentiality and Whistleblower's consent requirements, appoint a person internal or external to the Institute to assist in the investigation of a matter raised in a report. Where appropriate, we will provide regular feedback to the Whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy and confidentiality considerations of those against whom allegations are made).

The investigation will be conducted expeditiously, in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. At the conclusion of an investigation into Reportable Conduct, a confidential report will be provided to the Institute's Chief Executive Officer. A copy of the report will not be shared with the Whistleblower.

Substantiated reports of Reportable Conduct may result in disciplinary action in respect of the persons against whom substantiated allegations are made, up to and including termination of employment or engagement (as relevant).

Any Whistleblower who is found to have made a frivolous or vexatious report may also be subject to disciplinary action, up to and including termination of employment or engagement (as relevant).

11. Training and Accountability

We will ensure that this Policy (or a summary of it) is circulated to Institute Personnel, made available to Institute Personnel via the common drive [N:] on the Institute's internal network and to the public via our website and take reasonable steps to ensure that Institute Personnel are aware of, and understand this Policy, and the types of behaviour or scenarios that are reportable, including through internal communications and training.

Any disclosures of Reportable Conduct will be retained in our confidential 'Whistleblowing Register' as required by law, which will be maintained by our CFO.

12. Review of this Policy

This Policy will be reviewed annually by the Institute's Lawyers to ensure that it remains effective and relevant to the Institute, and that it is continues to comply with all relevant legislative requirements.

END OF POLICY

Revisions:

Created: 11 March 2020

Revision 1:

Responsible: Company Secretary of Institute of Actuaries of Australia