



COMPANY POLICIES
WHISTLEBLOWER POLICY

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1 Purpose

Buderim Group Limited (“the **Company**”) recognises the importance and encourages the reporting of potential misconduct or a potential improper state of affairs relating to the Company. Amongst other things, reporting draws attention to issues and allows them to be addressed before they create a significant risk to the Company. It also supports the Company’s long-term sustainability and reputation.

This policy is an important tool that will help the Company to identify wrongdoing. It also supports ethical and responsible corporate behaviour.

The policy provides information about:

- (a) **the protections available to whistleblowers;**
- (b) **the process for disclosure of organisational misconduct;**
- (c) **the persons to whom *protected disclosures* may be made;**
- (d) **how the Company will support *whistleblowers* and protect them from detriment;**
- (e) **how the Company will investigate protected disclosures; and**
- (f) **how the Company will ensure fair treatment of employees who are mentioned in protected disclosures or to whom such disclosures relate.**

This policy will be made available to officers and employees of the Company on the Company website and Intranet and also through the Company’s induction process.

Background and application

This policy applies to *eligible whistleblowers*, as defined in clause 3 of this policy.

From 1 July 2019, the *Corporations Act 2001* includes broader protections for *eligible whistleblowers* in relation to *protected disclosures*. This policy applies where a protected disclosure is made.

If a disclosure is not considered a *protected disclosure* it will be dealt with in accordance with the Company’s Grievance and Complaints Policy QC 018.

This policy extends to include protected disclosures relating to matters that occurred prior to 1 July 2019.

2 Definitions

Words with italicised text are defined in this policy:



Detrimental conduct includes any of the following actions, or threats to engage in the following actions:

- (a) **dismissal of an employee;**
- (b) **injury of an employee in his or her employment;**
- (c) **alteration of an employee's position or duties to his or her disadvantage;**
- (d) **discrimination between an employee and other employees of the same employer;**
- (e) **harassment or intimidation of a person;**
- (f) **harm or injury to a person, including psychological harm;**
- (g) **damage to a person's property;**
- (h) **damage to a person's reputation;**
- (i) **damage to a person's business or financial position; or**
- (j) **any other damage to a person.**

Detrimental conduct does not include legitimate management action where there are good and sufficient grounds that would justify the action against any other person in the same circumstances, as long as the fact that a person has made a protected disclosure is not a substantial or operative reason for taking action.

Disclosable matter means a disclosure of information:

- (a) **if the discloser has reasonable grounds to suspect that the Company or a related body corporate of the Company, has been involved in misconduct or an improper state of affairs; or**
- (b) **if the discloser has reasonable grounds to suspect that the Company (or one of its officers or employees) or a related body corporate of the Company (or one of its officers or employees) has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following:**
 - (i) the *Corporations Act 2001*;
 - (ii) the *Australian Securities and Investments Commission Act 2001*;
 - (iii) the *Banking Act 1959*;
 - (iv) the *Financial Sector (Collection of Data) Act 2001*;
 - (v) the *Insurance Act 1973*;
 - (vi) the *Life Insurance Act 1995*;

- (vii) the *National Consumer Credit Protection Act 2009*;
- (viii) the *Superannuation Industry (Supervision) Act 1993*;
- (ix) an instrument made under any of the above Acts; or
- (x) any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (xi) conduct that represents a danger to the public or the financial system; or
- (xii) other conduct prescribed by regulations.

A personal work-related grievance is not a *disclosable matter*.

- (c) Examples of *disclosable matters* are provided in clause 5 below.

Eligible recipient means:

- (a) a director or secretary of the Company;
- (b) a senior manager within the organisation, e.g. Chief Executive Officer, Finance Manager or Group Operations Manager;
- (c) a Whistleblower Contact Officer;
- (d) a company auditor or actuary;
- (e) the Australian Securities and Investments Commission, the Australian Prudential Regulation Authority, the Commissioner of Taxation, or another Commonwealth authority prescribed by regulations.

Eligible whistleblower means an individual who is a current or former:

- (a) officer or employee of the Company;
- (b) supplier of goods or services to the Company and employees of suppliers of goods or services to the Company employees (whether paid or unpaid);
- (c) a director or secretary of a related body corporate of the Company; or
- (d) a relative, dependent or spouse of any of the above individuals.

Personal work-related grievance means information disclosed by a current or former employee that:

- (a) relates to the personal circumstances of their employment (or former employment); and
- (b) does not have significant implications for the organisation beyond that employee; and
- (c) does not:

- (i) constitute an offence against or a contravention of any of the following:
 - (A) the *Corporations Act 2001*;
 - (B) the *Australian Securities and Investments Commission Act 2001*;
 - (C) the *Banking Act 1959*;
 - (D) the *Financial Sector (Collection of Data) Act 2001*;
 - (E) the *Insurance Act 1973*;
 - (F) the *Life Insurance Act 1995*;
 - (G) the *National Consumer Credit Protection Act 2009*;
 - (H) the *Superannuation Industry (Supervision) Act 1993*;
 - (I) an instrument made under an Act referred to above; or
- (ii) constitute an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (iii) represent a danger to the public or the financial system.

Further, a personal work-related grievance does not include a disclosure relating to the contravention or alleged contravention of protections under the *Corporations Act 2001* relating to victimization of that person because they have made a protected disclosure.

- (d) **A personal work-related grievance may include:**
 - (i) an interpersonal conflict between the discloser and another employee;
 - (ii) a decision relating to the engagement, transfer or promotion of the discloser;
 - (iii) a decision relating to the terms and conditions of engagement of the discloser;
 - (iv) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Protected disclosure means a disclosure of information about a *disclosable matter* which is disclosed by an eligible whistleblower to an eligible recipient. A protected disclosure may be made anonymously.

Whistleblower Contact Officer means the Human Resources Manager or the Company Secretary

What types of disclosures are protected?

Certain types of disclosures are protected under the *Corporations Act 2001* – these are defined under this policy as ‘protected disclosures’.

For a disclosure to be a protected disclosure:

- (e) **the person making the disclosure must be an eligible whistleblower;**
- (f) **the person to whom the disclosure is made must be an eligible recipient; and**
- (g) **the information must be about a *disclosable matter*.**

A person who makes a protected disclosure is a ***whistleblower***.

A *whistleblower* is protected from civil and criminal liability for making the disclosure. The person is also protected from detriment (also known as 'victimisation') as a result of making the disclosure as set out in clause 8.2 below.

3 Examples of 'disclosable matters'

Eligible whistleblowers can raise concerns if they have reasonable grounds to suspect that the organisation, its officers or employees or a related body corporate of the organisation (or its officers or employees) are involved in a *disclosable matter*. Examples of *disclosable matters* may include:

- (a) **theft, fraud, money laundering or misappropriation of funds;**
- (b) **dishonest, corrupt or illegal activities;**
- (c) **offering or accepting a bribe;**
- (d) **improper use of company funds;**
- (e) **misleading or deceptive practices;**
- (f) **improper or dishonest accounting or financial reporting;**
- (g) **avoidance or mismanagement of taxation obligations;**
- (h) **serious risks to health and safety;**
- (i) **unethical conduct; and**
- (j) **other illegal activity or breaches of legal obligations**

Matters which are *personal work-related grievances* are not *disclosable matters*. *Personal work-related grievances* should be discussed at first instance with an employee's supervisor or manager.

Examples of a personal work-related grievance are set out in the definitions section above.

For an *eligible whistleblower* to have reasonable grounds to suspect that a *disclosable matter* exists there does not have to be actual proof. It is enough if you believe (as opposed to know) that the *disclosable*

matter has occurred, is occurring or will occur. However, a mere suspicion, allegation or conclusion that is unsupported by further information, facts or circumstances will not be protected. For example, it is not enough to say: 'I know X is corrupt'. The *eligible whistleblower* must have information that would lead a reasonable person to believe that the information shows, or tends to show, improper conduct or detrimental action.

While *whistleblowers* are expected to have reasonable grounds to suspect that the information they are disclosing is true, they will not be penalised if the information turns out to be incorrect. However, if a *whistleblower* knowingly makes a false report, this may be a breach of the Company's Code of Conduct Policy and will be considered a serious matter that may result in disciplinary action.

4 How to make a protected disclosure

It is up to an *eligible whistleblower* to decide to which *eligible recipient* they will report a *disclosable matter*. However, the Company encourages *eligible whistleblowers* to report any *disclosable matters* to a Whistleblower Contact Officer if they feel comfortable doing so. Alternatively, to ensure that the disclosure is a protected disclosure an *eligible whistleblower* may report the *disclosable matter* to any other eligible recipient.

A whistleblowing disclosure may be made orally or in writing. Where a disclosure is made verbally, a confidential meeting with the *eligible recipient* may be requested to discuss the disclosure. Disclosures in writing can be made by mailing or emailing the *eligible recipient* directly.

A disclosure made under this policy should clearly describe the *disclosable matter* and provide as much detail as possible of the facts that form the basis of the *eligible whistleblower's* belief that there are reasonable grounds to suspect the matter has occurred. It should also identify why the discloser is an *eligible whistleblower*.

An *eligible whistleblower* may seek to remain anonymous:

- (a) **while making a disclosure;**
- (b) **over the course of an investigation; and**
- (c) **after the investigation is finalised.**

During an investigation, an *eligible whistleblower* may also refuse to answer questions that they feel may reveal their identity.

However, even if an *eligible whistleblower* wishes to remain anonymous, Buderim Group Limited encourages them to maintain ongoing, two-way communication with the Company so that the Company can ask them follow up questions or provide feedback.

- (a) If a person receives a disclosure which is purportedly made under this policy or may constitute a *protected disclosure*, the person must determine whether they consider the disclosure is a *protected disclosure*. If the person determines that the disclosure is not a *protected disclosure*, any complaint or allegations should be addressed under the Company's Grievance and Complaints Policy QC 018 or referred to the Human Resources Manager.
- (b) While not all whistleblower disclosures will necessarily lead to a formal investigation, all such disclosures will be assessed and considered by the Company and a decision made as to whether they should be investigated. The Company's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).
- (c) If the recipient determines that the disclosure is a protected disclosure, the following process will be applied:
- (i) The eligible *whistleblower's* identity must be kept confidential;
 - (ii) The Whistleblower Contact Officer must refer the whistleblower's disclosure to the senior manager responsible for the operational area to which the disclosure relates or, if that would be inappropriate in the circumstances to which the disclosure relates, the Chief Executive Officer.
 - (iii) The form which the internal investigation process takes, the methods used, and the personnel engaging in the investigative activity will depend on the nature and content of the disclosure.
- (d) Any investigation commenced will be conducted in a fair and timely manner and will be fair and independent from any persons to whom the disclosure relates. Generally, investigations will be overseen by the Company Secretary.
- (e) Eligible recipients will keep in contact with the *eligible whistleblower* until the matter is resolved by the Company. If appropriate, the *eligible whistleblower* will be told how the Company has decided to respond to their disclosure, including whether an investigation will be conducted. However, it may not always be appropriate to provide *eligible whistleblowers* with this information. Also, it may not be possible to provide this information where contact details are not provided.
- (f) Potential repercussions arising from the receipt of a disclosable matter will be managed in the following manner:
- (i) So far as is possible, the fact that the disclosable matter has been received will be revealed only to those persons who have a need to know that fact.

- (ii) The identity of the eligible whistleblower, and any material that could identify that person as a whistleblower, will remain confidential in accordance with other requirements of this policy.
- (iii) Where an investigation is being conducted, that fact will not be communicated to any persons other than those officers or employees who need to know that an investigation is being conducted.
- (iv) Any reports of detrimental conduct towards the eligible whistleblower, the investigating officer, or any other person possibly related to the subject-matter of the disclosable matter must be communicated immediately to the Whistleblower Contact Officer.
- (v) Where there is credible evidence of such detrimental conduct, such alleged conduct must be dealt with via the Company's disciplinary process and, where appropriate, reported to a relevant authority.

(g) **Unless there are confidentiality or other reasons not to do so, the persons to whom the disclosures relate must be informed of the allegations at the appropriate time, and given a reasonable opportunity to respond to them. That opportunity must involve:**

(i) Providing them with sufficient information about the allegations contained in the information disclosed to enable them to be aware of

- the particulars of the conduct they are alleged to have engaged in;
 - the factors or circumstances which make the information the whistleblower has disclosed a disclosable matter; and
- (ii) Allowing them a reasonable time to consider the information provided and formulate a response;
 - (iii) Permitting them to be accompanied by a person of their choice when they attend interviews about the allegations.

(h) **Where required, the recipient of the disclosure will arrange an investigation of the complaint by an internal or external investigator. The provision of information to an investigator is subject to the requirements to maintain the confidentiality of a whistleblower's identity set out in clause 8.1 below.**

(i) **The following requirements apply to material generated by the receipt of a disclosable matter:**

- (i) All information obtained in the course of dealing with the disclosable matter must be committed to writing;
- (ii) All documents created or obtained in the course of dealing with the disclosable matter must be kept by the Whistleblower Contact Officer or other person authorised by the Chief Executive Officer in secure, locked storage at all times when not being actively used for the purpose of dealing with the disclosable matter;
- (iii) Reports must be made to the Chief Executive Officer or his nominated delegate at times required by the CEO or delegate, and when there is no further investigative activity proposed by the Whistleblower Contact Officer or the CEO; and
- (iv) Where the final report makes findings, those findings must be communicated to the eligible whistleblower.

(j) **The recipient of the disclosure may consult with the whistleblower about:**

- (i) whether they seek to have their identity remain confidential;
- (ii) whether there is any information that is likely to lead to the identification of the whistleblower and, if so, what that information is; and

- (iii) whether the whistleblower consents to their identity or relevant information being disclosed to internal or external investigators for the purpose of assisting in the investigation.
- (k) **If a *whistleblower* consents to their identity or relevant information being revealed to investigators, the consent must be recorded in writing.**
- (l) **Regardless of whether the *whistleblower* consents to their identity being revealed or alternatively, chooses to provide information that is likely to lead to the identification of the *whistleblower*, all details of the making and investigation of whistleblowing disclosures must be treated as confidential. Any breach of confidentiality by an employee during or following the reporting and investigation process may lead to disciplinary action up to and including termination of employment.**
- (m) **Investigations into *disclosable matters* are to be conducted in as fair and impartial a manner as is possible. Where an individual is alleged to have engaged in or otherwise involved in conduct that falls within a *disclosable matter* as set out in this policy, that person will be given details of the alleged conduct and will be given an opportunity to respond to the allegations before a decision is reached about that person's culpability for that conduct.**
- (n) **If the investigation results in the allegations made in the *disclosable matter* being substantiated, Buderim Group Limited will consider what appropriate action to take. This may include undertaking separate disciplinary action against employees found to be involved in wrongdoing or reporting the matters to an appropriate external body, for example the police.**

6 How Buderim Group Limited will support and protect whistleblowers

6.1 Confidentiality of a *whistleblower's* identity

The *eligible recipient* receiving the whistleblowing disclosure will take reasonable precautions ensure that the whistleblower's identity or information that is likely to lead to the identification of the *whistleblower* is kept confidential, unless the whistleblower consents to the disclosure of their identity or such information, or the disclosure is otherwise authorised by law.

Where it is necessary to divulge information about the *disclosable matter* for the purpose of investigating the potential misconduct or improper state of affairs Buderim Group Limited and the investigator must take all reasonable steps to reduce the risk that the whistleblower may be identified.

6.2 Prevention of detriment because of whistleblowing

Where a person has made a whistleblowing disclosure, Buderim Group Limited will take reasonable precautions to ensure that the whistleblower is not subjected to any detriment as a consequence of having made a whistleblowing disclosure or being suspected of having made a whistleblowing disclosure.

Subjecting a whistleblower to detriment will not be tolerated. Disciplinary action (potentially including termination of employment) may be taken against any person found to have subjected another person to detriment in breach of this policy.

It is important to be aware that making a whistleblowing disclosure does not excuse liability or protect a person from detriment for reasons other than the person has made a whistleblowing disclosure. For example, where an employee has been involved in misconduct that forms part of a *disclosable matter*, they may still be subjected to disciplinary action, which may include termination of employment, for their involvement in the misconduct.

However, depending on the circumstances, Buderim Group Limited may take the fact that the employee brought the misconduct to its attention into account when determining what actions to take.

6.3 Support for whistleblowers

A whistleblower will be supported through the whistleblowing process.

The *eligible recipient* that received the disclosure will have the primary responsibility to support the whistleblower unless the whistleblower agrees to their identity or information likely to identify them being disclosed to another person for the purpose of receiving support.

Examples of the support which may be provided to a whistleblower include:

- (a) **Discussing the whistleblower's expectations of the process and the potential outcomes of the process**
- (b) **Providing information about the protections provided to whistleblowers**
- (c) **Helping identify any external support services that may be available (for example counselling or legal assistance)**
- (d) **Discussing what Buderim Group Limited intends to do with the disclosed information, and potential timeframes for action**
- (e) **Confirming the responsibility of the whistleblower and of others for maintaining confidentiality of the investigation process**
- (f) **Where appropriate, notifying the whistleblower of the actions being taken to address the matters disclosed (which may include no action) and the reason for any actions**

- (g) **Providing a first point of contact for any concerns that the whistleblower may have about being subjected to potential or actual detriment**

A person must not be subjected to any detriment for assisting or supporting a whistleblower.

7 How Buderim Group Limited will ensure the fair treatment of its employees who are mentioned in the whistleblower disclosure

Buderim Group Limited recognises the need to treat all employees of Buderim Group Limited fairly and consistently, including those who are the subject of a whistleblowing disclosure and any witnesses.

To the extent that it is reasonably possible, the *eligible recipient* receiving the whistleblowing disclosure must keep confidential the identity, or information likely to lead to the identification, of the employees who are mentioned in the whistleblower disclosure.

An Eligible recipient should upon receipt of a disclosable matter report the matter to a Whistleblower Contact Officer, who in turn is to advise the CEO and the Chairman.

When Buderim Group Limited receives a whistleblowing disclosure, it is often necessary to interview employees in the area where the suspected wrongdoing has occurred. Employees who are the subject of the whistleblowing disclosure and any person who is identified as a witness should be advised by Buderim Group Limited that:

- (a) **Buderim Group Limited encourages and expects them to assist the investigator;**
- (b) **they may have a support person of their choice present at the interview (e.g. a colleague, confidant, union representative, legal representative or interpreter)**
- (c) **they will be given an opportunity to make a statement, either orally or in writing**
- (d) **where relevant, if the allegations are referred to the police, they have a common law duty not to obstruct the police in their enquiries**
- (e) **where relevant, if in the course of the investigation evidence emerges that a person being interviewed might be involved in the commission of a criminal offence, they will be informed of their legal rights**
- (f) **where possible, their confidentiality and privacy will be respected**

Where it is determined that the whistleblowing disclosure or any evidence provided by any person during the investigation constitutes a false or misleading allegation(s) or information, the employee may be subject to disciplinary action which may include termination of employment.

8 Relationship to other policies

This policy should be read in conjunction with the following Company policies:

- (a) **Code of Conduct and Grievance and Complaints Policy**

Please note, this policy does not form part of any terms of employment and the Company may change, apply or withdraw this policy at its discretion.

9 Responsibilities

9.1 Responsibilities of all employees

All employees must:

- (a) **Be aware of the requirements of this policy**
- (b) **Promptly report information about *disclosable matters***
- (c) **Not be personally involved in any conduct that constitutes a *disclosable matter***
- (d) **Cooperate fully with any investigation under this policy**
- (e) **Maintain the confidentiality of any investigation under this policy**

9.2 Responsibilities of managers

In addition to the responsibilities of all employees, Buderim Group Limited's managers must:

- (a) **Ensure that *eligible whistleblowers* who raise concerns about *disclosable matters* are referred to the eligible recipient;**
- (b) **Maintain the confidentiality of individuals making whistleblowing disclosures;**
- (c) **Ensure that any person who has made, or is suspected of having made, a whistleblowing disclosure is not subjected to any detriment, including detriment originating from other employees;**
- (d) **Promote an environment where prompt and accurate reporting of *disclosable matters* is encouraged.**



Andrew Bond
Chief Executive Officer