

## **ANZUP Whistleblower Policy**

### **1. Background and Purpose**

ANZUP Cancer Trials Group Limited (“**ANZUP**”) is committed to adhering to its statutory obligations, its rules and values. We are committed to providing those involved with our Organisation a safe environment to raise breaches of internal rules or policy, or Disclosable Conduct relating to the Organisation, its officers, employees or members.

In cases where people feel they need to be protected in relation to raising a matter, this Policy outlines the protections that will apply.

Whistleblowers are those who sound the alert on danger, malpractice, bribery or corruption or other illegal conduct.

This ANZUP Policy (“**Policy**”) outlines the rights of all employees and stakeholders of ANZUP to:

- (a) report in good faith any perceived wrongdoing, impropriety, serious unethical behaviour, legal or regulatory non-compliance or questionable accounting or audit matter; and
- (b) expect and receive protection from any reprisal or detrimental action resulting from such disclosure.

This Policy covers the processes for dealing with disclosures made by employees and stakeholders of suspected improper conduct within ANZUP in a confidential and secure manner and is intended to apply to whistleblowers in all countries in which ANZUP may operate.

ANZUP is committed to the highest standards of conduct and ethical behaviour in all of our activities, and to promoting and supporting a culture of honesty and ethical behaviour, corporate compliance and strong corporate governance.

This Policy will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of ANZUP.

This Policy is available on the website of ANZUP.

### **2. Scope**

This Policy applies to:

- (a) all employees of ANZUP, whether full-time, part-time or casual, at any level of seniority and wherever employed; and
- (b) employees or principals of organisations which have a commercial relationship with ANZUP as customers, suppliers, consultants, advisers, agents or otherwise.

This Policy supplements any other policies applicable to ANZUP.

### **3. Policy and Procedure**

Employees and stakeholders are encouraged to make a report under this Policy if they have reasonable grounds to suspect that a ANZUP director, officer, employee, contractor, supplier, tenderer or other person who has any dealings with ANZUP has engaged in conduct which:

- (a) is dishonest, fraudulent or corrupt, including bribery
- (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (c) is unethical or in breach of ANZUP policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching ANZUP Code of Conduct or other policies or procedures);
- (d) is potentially damaging to ANZUP, an ANZUP employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of ANZUP property or resources;
- (e) amounts to an abuse of authority;
- (f) may cause financial loss to ANZUP or damage its reputation or be otherwise detrimental to ANZUP interests;
- (g) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act 2001 (Cth) (Corporations Act); or
- (h) involves any other kind of misconduct or an improper state of affairs or circumstances.

Who can disclosures be made to?

- (a) Compliance Officer: Glenn Ferguson AM at [glenn@fclawyers.com.au](mailto:glenn@fclawyers.com.au).
- (b) Alternate Compliance Officer: Ian Davis at [ian.davis@monash.edu](mailto:ian.davis@monash.edu)
- (c) Escalation Officer: Joe Esposito at [Joe.Esposito@boq.com.au](mailto:Joe.Esposito@boq.com.au)

It is important to note that under the Corporations Act, the whistleblower may also raise the matter with an “officer” or “senior manager” of the company. These are defined in the Corporations Act as “a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing.”

In making a disclosure under this Policy, employees and stakeholders must act in good faith on a genuine belief that there has been wrongdoing, and not for any malicious purpose. Where it is determined that a disclosure is made by an employee falsely or for a malicious purpose, ANZUP reserves the right to take disciplinary action against the disclosing employee.

Employees and stakeholders disclosing wrongdoing will be protected, and the investigation will be conducted in accordance with the principles of fairness and natural justice.

#### **4. Responsibility for Policy Compliance and Review**

The Compliance Officer for ANZUP is responsible for:

- (a) the overall administration of this Policy;

- (b) monitor the implementation of this Policy and will review on an ongoing basis the Policy's suitability and effectiveness.
- (c) seek to protect the whistleblower from Detrimental Conduct;
- (d) assist the whistleblower in maintaining wellbeing;
- (e) maintain whistleblower confidentiality, where relevant, including as required by law;
- (f) review and consider any complaints of Detrimental Conduct or any concern that disclosure has not been dealt with in accordance with this Policy; and
- (g) escalate any matter the Compliance Officer considers appropriate to the escalation officer.

## **5. Detrimental Conduct Prohibited**

ANZUP strictly prohibits all forms of Detrimental Conduct against whistleblowers. Detrimental Conduct means any actual or threatened conduct that could cause a detriment to the whistleblower as a result of the whistleblower making a disclosure, including:

- (a) termination of employment;
- (b) harassment, bullying or intimidation;
- (c) personal or financial disadvantage;
- (d) unlawful discrimination;
- (e) harm or injury, including psychological harm;
- (f) damage to reputation; or
- (g) any other conduct that constitutes retaliation.

ANZUP will take all reasonable steps to protect the whistleblower from Detrimental Conduct and will take action it considers appropriate where such conduct is identified.

ANZUP also strictly prohibits all forms of Detrimental Conduct against people who are involved in an investigation of a disclosure in response to their involvement in that investigation.

### **Protection of whistleblower identity and confidentiality**

Subject to compliance with legal requirements, upon receiving a disclosure under this Policy, ANZUP will only share a whistleblower's identity as a whistleblower or information likely to reveal a whistleblower's identity if: you consent; the concern is reported to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police (AFP); or the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If ANZUP needs to report a disclosure, it may disclose information that could lead to a whistleblower's identification, but it will take reasonable steps to reduce this risk.

Any disclosures of a whistleblower's identity or information likely to reveal a whistleblower's identity will be made on a strictly confidential basis.

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

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate

governance purposes) without a whistleblower's consent as a whistleblower will be a breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under ANZUP disciplinary procedures.

## **6. Internal Investigation**

Disclosures which are personal work-related grievances will be investigated by the compliance officer or the alternate compliance officer.

Whistleblower disclosures made under this Policy will be documented and investigated promptly, initially by an internal investigator.

The internal investigator is required to:

- (a) act impartially and document the disclosure;
- (b) conduct all interviews; and
- (c) report on the results of the investigation and any recommendations. All investigations will be carried out as quickly as is practicable.

Where appropriate, ANZUP will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the disclosure, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Compliance Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

While maintaining confidentiality at all times, all serious disclosures and progress of any investigation will be drawn to the attention of the Escalation Manager. If the disclosure is the subject of an internal investigation which reveals genuine issues to be addressed by ANZUP, the Escalation Manager will instruct management to take remedial action.

## **7. External Investigation**

If an internal investigator determines that there is an activity or conduct within ANZUP, which is potentially illegal, the Escalation Manager may decide to engage an external investigator.

In this event:

- (a) The discloser will be afforded appropriate protection and ANZUP will, to the extent it can do so and is legally permitted, keep in confidence the identity of the discloser.
- (b) The matter may be reported to the relevant regulatory authority or police agency.
- (c) The identity of the disclosing employee or stakeholder will only be disclosed to the relevant regulatory or police agency on the basis that, where legally permitted, the employee or stakeholder's identity will be kept confidential.

- (d) Disclosure of the identity of the disclosing employee or stakeholder to any other organisation or person will require the consent of the disclosing person.
- (e) The internal investigator will also ensure that the matter is reported to the Escalation Manager.

## **8. After Disclosure**

The discloser will always be informed of the outcome at the conclusion of the investigation. ANZUP will not tolerate any reprisals against employees or stakeholders who have made a disclosure of any matter under this Policy where the discloser has acted in good faith and on a genuine belief or perception of wrongdoing, and on reasonable grounds. ANZUP will act in the best interests of a discloser to protect them from any victimisation, adverse reaction or intimidation, and commits to ensuring confidentiality (to the extent permitted by law) and fairness in all matters raised under this Policy.

## **9. Special protections under Part 9.4AAA of the Corporations Act 2001 (Cth)**

The Corporations Act gives special protection to disclosures about any misconduct or an improper state of affairs relating to ANZUP if the following conditions are satisfied:

- (a) the whistleblower is or has been:
  - (i) an officer or employee of ANZUP;
  - (ii) an individual who supplies goods or services to ANZUP or an employee of a person who supplies goods or services to ANZUP;
  - (iii) an individual who is an associate of ANZUP; or
  - (iv) a relative, dependent or dependent of the spouse of any individual referred to above;
- (b) the report is made to:
  - (i) a Compliance Officer;
  - (ii) an officer or senior manager of ANZUP;
  - (iii) ASIC;
  - (iv) APRA; or
  - (v) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;
- (c) the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to ANZUP. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more or conduct that represents a danger to the public or financial system.

## **10. Examples**

Examples of conduct which may amount to a breach of the Corporations Act include: insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer to act with the care and diligence

that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (c) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty; Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure
- (d) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- (e) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (f) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report. Confidentiality If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:
  - (i) the discloser consents to the disclosure of their identity;
  - (ii) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
  - (iii) the concern is reported to ASIC, APRA, or the AFP; or
  - (iv) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

## 11. Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by ANZUP or misconduct in relation to ANZUP tax affairs if the following conditions are satisfied:

- (a) the whistleblower is or has been:
  - (i) an officer or employee of ANZUP;
  - (ii) an individual who supplies goods or services to ANZUP or an employee of a person who supplies goods or services to ANZUP company;
  - (iii) an individual who is an associate ANZUP; or
  - (iv) a relative, dependent or dependent of the spouse of any individual referred to above;

- (b) the report is made to:
  - (i) a Compliance Officer;
  - (ii) a director, secretary or senior manager of ANZUP;
  - (iii) any ANZUP external auditor;
  - (iv) a registered tax agent or BAS agent who provides tax or BAS services to ANZUP;
  - (v) any other employee or officer of ANZUP who has functions or duties relating to tax affairs of the company (e.g. an internal accountant); (ANZUP recipients)
  - (vi) the Commissioner of Taxation; or
  - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
- (c) if the report is made to ANZUP recipient, the whistleblower:
  - (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of ANZUP or an associate of that company; and
  - (ii) considers that the information may assist the ANZUP recipient to perform functions or duties in relation to the tax affairs of ANZUP or an associate of the company; and
- (d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the ANZUP recipient to perform functions or duties in relation to the tax affairs of ANZUP or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- (e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- (f) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary and

- (g) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report

**Confidentiality**

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegation
- (c) the concern is reported to the Commissioner of Taxation or the AFP; or
- (d) the concern is raised with a lawyer for the purpose obtaining legal advice or representation.