



# WHISTLE BLOWER POLICY

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## 1 PURPOSE

1.1 AIS International Group (AIS) encourages the reporting of any instances of suspected unethical, illegal, improper, corrupt, fraudulent or undesirable misconduct involving AIS's business and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal.

1.2 AIS is committed to fostering a 'speak up' culture in which honesty, integrity and business ethics are a part of everyday behaviour.

1.3 AIS encourages the reporting of any matters which may be considered unethical, illegal or an act of serious wrongdoing ('Reportable Conduct').

1.4 AIS provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

1.5 This Policy provides a framework which helps to identify instances of wrongdoing and provide guidance on how to raise a concern about suspected or actual unethical or unlawful behaviour.

1.6 This Policy is designed to promote open communication, develop practices that reduce the risk of Reportable Conduct, and safeguard the reputation, values and ethics of AIS.

1.7 This Policy ensures that disclosures are dealt with on a timely and transparent basis, meeting AIS's legal and regulatory obligations.

## 2 SCOPE

This Policy applies to current and former AIS employees, directors, suppliers, contractors and consultants. It extends to relatives, dependants, spouses of any of the above.

## 3 DEFINITIONS

3.1 A Whistleblower is the person speaking up. It is anyone who makes or attempts to make a report of Reportable Conduct under this Policy, and is, or has previously been an AIS Worker.

3.2 A Worker is any person performing work for AIS regardless of whether it is paid or voluntary. All directors, executives, employees (including current or former employees), volunteers, students, contractors and consultants are Workers for the purposes of this Policy.

3.3 Reportable Conduct includes any past, present or likely future activity which:

- is dishonest, corrupt or unethical
- involves theft, fraud, money laundering or misappropriation of funds

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- is a systemic, wilful or serious breach of the law as it relates to AIS, or its internal policies or processes
- involves offering or accepting a bribe from any person
- is illegal (e.g. illicit drug sale or use, violence or threatened violence and criminal property damage)
- presents a significant or serious threat to the health and safety of workers
- involves a serious mismanagement of AIS's resources
- involves victimisation of someone for reporting a Reportable Conduct
- involves any instruction to cover up or attempt to cover up serious wrongdoing
- interferes with any impending internal or external audit processes
- presents a serious risk to the reputation or financial wellbeing of AIS
- misconduct that is oppressive or grossly negligent
- breach of AIS's Code of Conduct or other AIS policies, standards or codes; criminal activity, bribery or corruption;
- conflicts of interest, including those relating to outside business interests, relationships, improper payments and donations;
- victimisation or harassment;
- modern slavery, which exists if a person is not working of their own free will, is treated like property, or is seriously exploited or abused;
- misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting, taxation or financial reporting practices;
- breaches of privacy or unauthorised use of AIS's confidential information;

### 3.4 What is Not Reportable Conduct:

This Policy is not intended to apply to disclosures relating to conduct concerning a person's individual employment (other than as set out in Reportable Conduct) such as :

- personal, work-related grievances such as those relating to harassment, discrimination or disciplinary matters;
- alleged workplace discrimination or bullying;
- personal disputes between staff;
- decisions regarding the engagement, transfer or promotion of staff.
- dissatisfaction about performance outcome;
- a decision relating to the terms and conditions of engagement of the discloser;
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

3.5 Detrimental Conduct refers to any reprisal, discrimination, harassment, victimisation, retaliation or threats of retaliation against a person making a report.

This may include: dismissal, suspension or demotion; alteration of a person's position or duties to their disadvantage; disciplinary action; harassment or intimidation; discrimination; harm (including psychological harm) or injury; damage to the person's reputation; or damage to the person's property, business or financial position.

3.6 Potential Misconduct means any suspected or actual misconduct or improper state of affairs or circumstances in relation to AIS.

## 4. MAKING A REPORT

Whistleblowers may use any of the following channels of communication to make a report of

#### Reportable Conduct:

- verbally or in writing to AIS directors;
- if for any reason the Whistleblower does not feel they are able to use the internal channels, they may contact the independent Whistleblower Service who is authorised by the Group to receive disclosures;
- disclosure to ASIC, APRA or a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of relevant Whistleblower provisions;
- a report must be made through the above channels in order to qualify for protections under the Corporations Act (Commonwealth 2001);
- you can choose to Speak Up in a confidential manner, anonymously or in a partially anonymous manner.
- this Policy extends to serious wrongdoing that occurs before or after the commencement of this Policy and is not limited to the above examples.
- individuals are encouraged to raise allegations of Reportable Conduct as early as possible and to resolve the matter informally where possible
- if an individual does not feel safe or able to raise Reportable Conduct, then the individual may make a disclosure in accordance with this Policy.

### 5. ANONYMOUS REPORTING AND CONFIDENTIALITY

AIS is obligated to ensure the identity of a Whistleblower remains confidential.

Whistleblowers can report anonymously and remain anonymous, during any investigation and after any investigation is completed and still be protected under the Corporations Act.

Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred is illegal and will be regarded as a disciplinary matter and will be dealt with in accordance with the Group's disciplinary procedures.

Where a Protected Disclosure is made anonymously through the independent Whistleblower Service, AIS will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistleblower being identified.

A discloser who wishes to remain anonymous may refuse to answer questions that they feel could reveal their identity at any time during the investigation.

AIS will take various measures to protect the anonymity of Whistleblowers and to ensure that their identity is protected, including but not limited to:

- maintaining all files relating to a Whistleblower in secure files (with access controls);
- communicating via anonymous telephone conversations;
- allowing Whistleblowers to communicate via anonymised email addresses;
- conducting all meetings or telephone conversations with Whistleblowers in private; and
- applying redactions to documents that reference a Whistleblower.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

However, AIS encourages you to disclose your identity when making a report under this Policy, as this will also enable us to monitor your wellbeing and protect you from any retaliation or detriment.

AIS will not disclose a Whistleblower's identity unless:

- the Whistleblower consents in writing to the disclosure of their identity;
- disclosure of the Whistleblower's identity is compelled by law;
- the disclosure is reported to ASIC, APRA, ATO, Australian Federal Police (AFP); or
- the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to a report of Reportable Conduct.

## **6. PROTECTION FROM DETRIMENTAL CONDUCT**

AIS promotes a culture that encourages the reporting of Reportable Conduct.

Where a Whistleblower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by AIS as a result of having made the report.

AIS will take reasonable steps to protect the Whistleblower from retaliatory, discriminatory action or any other detrimental conduct where it has sufficient authority to do so.

Examples of detrimental conduct which are prohibited include dismissal, demotion, alteration of position or duties to a disadvantage, harassment, discrimination, intimidation, harm or injury (including psychological harm) and damage to a person's reputation.

Any Whistleblower who believes they have suffered detrimental conduct may seek independent legal advice or contact regulatory bodies, such as the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA).

## **7. PROTECTION FROM LEGAL ACTION**

You will not be subject to any civil, criminal or administrative legal action (including disciplinary action) for making a disclosure under this Policy or participating in any investigation.

Any information you provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.

## **8. PROTECTION FROM VICTIMISATION**

AIS is committed to ensuring that any person who reports Reportable Conduct, acts as a witness or participates in any way with respect to a report of Reportable Conduct is not victimised or subjected to detrimental conduct.

AIS has various processes and procedures in place to protect workers from victimisation including observing and reviewing the conduct of other workers to ensure that no victimisation or detrimental conduct occurs.

If a Whistleblower believes that victimisation or detrimental conduct has occurred, AIS will consider allowing you to undertake leave, complete duties from a different location, reassigning you to another role at the same level, or make modifications to your workplace.

AIS will thoroughly investigate reports of victimisation or detrimental conduct. If proven, those who have victimised a person may be subject to management action (including disciplinary

action or dismissal).

## **9. INVESTIGATING REPORTABLE CONDUCT**

A report made that is assessed as falling within this Policy will be investigated:

- The Whistleblower Protection Officer (WPO) will determine whether the investigation will be conducted by an internal or external investigator, depending on the nature of the report.
- The investigator will conduct the investigation as soon as practicable and will ensure it is fair and independent from any persons to whom the disclosure relates.
- The investigator will conduct the investigation promptly, and in an objective and fair manner, ensuring that every individual subject to the investigation is granted sufficient opportunity to reply to allegations before any findings are made.
- Issues identified from the investigation will be resolved or otherwise finalised.
- The WPO will inform you of the outcome of the investigation.
- The details of investigation and the outcome will be informed to AIS, on a confidential and anonymous basis.
- The WPO leading any investigation will report their findings to the Director and advise the recommended course of action (if any) that AIS should take in response to the findings.
- Such action may include a disciplinary process or another form of escalation of the report within or outside of AIS.
- Such a determination will be made promptly after receiving all relevant information, and ideally within 4 weeks, however the timeframe for this determination may vary depending on the nature of the Reportable Conduct.

## **10. KEEPING WHISTLEBLOWER INFORMED**

Assuming your identity is known and where appropriate, you will be kept informed and updated during the following key stages of the investigation:

when the investigation process has begun;  
while the investigation is in progress; and  
after the investigation has been finalised.

There may be some circumstances where it may not be appropriate to provide details of the outcome to you. You will not be provided with a copy of the investigation report.

Where appropriate, a person being investigated will be provided with details of the report that involves them (to the extent permitted by law) and be given an opportunity to respond.

## **11. PUBLIC INTEREST AND EMERGENCY DISCLOSURE REPORTING**

In certain situations, the conduct or wrongdoing may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary.

A public interest and emergency disclosure can only be made to:

A journalist, defined to mean a person who is working in a professional capacity as a journalist for a newspaper, magazine, or radio or television broadcasting service

A Member of the Parliament of the Commonwealth or of a State or Territory parliament

You may only make a public interest and emergency disclosure if:

- You have previously disclosed the information to ACNC or ASIC;
- At least 90 days has passed since the previous disclosure was made;

- You have reasonable grounds to believe that action is not being taken to address the matters which you have disclosed;
- You have reasonable grounds to believe that making a further disclosure to a journalist or member of parliament would be in the public interest;
- You have given written notification, including sufficient information to ACNC or ASIC in your previous disclosure and that you intend on making a public interest disclosure;
- The extent of information disclosed is no greater than is necessary to inform the recipient of the misconduct or improper state of affairs.

You will be qualified for protection where you have made a public interest disclosure if:

- You have previously disclosed the information to ACNC or ASIC;
- You have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment;
- You have given written notification, including sufficient information to ACNC or ASIC in your previous disclosure and advised them in writing that you intend on making a public interest disclosure.

No more information is disclosed than is reasonably necessary to inform the recipient of the substantial and imminent danger

## **12. FALSE AND MISLEADING REPORTING**

Where the Reportable Conduct is found to be:

- Trivial or vexatious in nature with no substance;
- Unsubstantiated, and found to be made maliciously;
- Made knowingly to be false;

This will be treated in the same manner as a false report and may itself constitute wrongdoing.

These actions will be taken seriously and may result in disciplinary action, up to and including termination of employment.

## **13. FAILURE TO COMPLY WITH THIS POLICY**

Any breach of this Policy by a Worker may be regarded as misconduct and may result in disciplinary action (up to and including dismissal where relevant).

A breach of this Policy may also amount to a civil or criminal contravention under the Australian Whistleblower protection laws (in particular, the regime contained in the Corporations Act), giving rise to significant penalties.