

Manildra Flour Mills Retirement Fund Pty Ltd

Manildra Flour Mills Retirement Fund

Whistleblower Policy

Trustee Name	Manildra Flour Mills Retirement Fund Pty Ltd (ABN: 74 065 680 195, RSE: L0003155, AFSL 530609), trustee of the Manildra Flour Mills Retirement Fund (ABN: 32 448 411 930, RSE R1067415)
Policy Name	Whistleblower Policy
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Contents Page

1. Introduction	1
1.1 Purpose of the policy	1
1.2 Who the policy applies to:	1
1.3 Protected disclosures	2
1.4 Disclosable matters	2
1.5 Disclosures that are not protected	2
1.6 Who can receive a disclosure?	3
1.7 Public Interest Disclosure	3
1.8 Emergency Disclosure	4
2. How to make a disclosure	5
2.1 Forms of disclosure	5
2.2 Anonymity	5
3. Legal protections for disclosers	7
3.1 Overview	7
3.2 Confidentiality of whistleblower's identity	7
3.3 Protection from detrimental acts or omissions	8
3.4 Compensation and other remedies	8
3.5 Immunity from liability	8
4. Support and practical protection for disclosers	9
4.1 Overview	9
4.2 Identity protection (confidentiality)	9
4.3 Protections from detrimental acts or omissions	9
4.4 Complaints	10
5. How the Trustee will investigate disclosures	11
5.1 Handling	11
5.2 Investigating	11
5.3 Reporting	11
5.4 Actions	12
5.5 Review	12
5.6 Ensuring fair treatment of individuals mentioned in a disclosure	12
6. Policy availability and review	14
6.1 Availability	14
6.2 Annual Review	14
7. Appendix: Public Whistleblower Policy	Error! Bookmark not defined.

1. Introduction

1.1 Purpose of the policy

- 1.1.1 The Manildra Flour Mills Retirement Fund Pty Ltd (**The Trustee**) is committed to ensuring that its Directors, Responsible Persons, Officers, Secretariat and service providers, act at all times in compliance with relevant laws and in an ethical manner. Part of this commitment involves ensuring that whistleblowing can occur in a manner consistent with legislation and strong ethical/governance standards.
- 1.1.2 The Trustee is therefore committed to ensuring that all whistleblowing which qualifies for protection under the *Corporations Act 2001* and the *Taxation Administration Act 1953* is protected in accordance with those provisions. The Trustee will protect eligible whistleblowers who have made a disclosure from detriment related to their whistleblowing. The Trustee encourages those who are aware of wrongdoing to speak up.
- 1.1.1 The Trustee will abide by the Whistleblower Protection Provisions as contained in the Corporations Act and the Taxation Administration Act.
- 1.1.2 This document sets out the policy of the Trustee, with respect to ensuring that the Trustee meets the requirements relating to whistleblowing as set out in:
- [The Corporations Act 2001 Part 9.4AAA – Protection for whistleblowers.](#)
 - [ASIC Regulatory Guide RG 270 Whistleblower policies](#)

1.2 Who the policy applies to:

- 1.2.1 An **eligible whistleblower** is any individual who is, or has been, any of the following in relation to the Trustee:
- A director, secretary, officer, current employee, former employee, unpaid worker¹
 - a trustee, custodian or investment manager, including their officers and employees
 - a supplier of services or goods to the Trustee, custodian or investment manager (whether paid or unpaid), including their employees;
 - an individual who is an associate of the Trustee
 - a relative, dependent or spouse of any of the above
 - anyone else prescribed by regulations.
- 1.1.3 The Trustee encourages any eligible whistleblower who is aware of wrongdoing to speak up, however false reporting is strongly discouraged.

¹ The Trustee does not currently have any employees, unpaid workers, a custodian, or any investment managers however these are included for completeness.

1.3 Protected disclosures

- 1.3.1 A person making a disclosure qualifies for protection as a whistleblower under the Corporations Act if they are an **eligible whistleblower** in relation to the Trustee, and:
- They have made disclosure of information relating to a **'disclosable matter'** directly to an **'eligible recipient'** or to ASIC, APRA or another Commonwealth body prescribed by regulation,
 - They have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions of the Corporations Act, or
 - They have made an 'emergency disclosure' or 'public interest disclosure'
- 1.3.2 Disclosures relating to tax matters are called **'disclosures qualifying for protection'**. These disclosures may be made to an eligible recipient, the ATO, or a legal practitioner under the Tax Administration Act.

1.4 Disclosable matters

- 1.4.1 **Disclosable matters** involve information that the discloser has reasonable grounds to suspect:
- concerns misconduct, or an improper state of affairs or circumstances in relation to the Trustee
 - indicates that the Trustee, or its officers, has engaged in conduct that constitutes an offence or is in contravention of financial services law (as applicable to the Trustee),
 - constitutes any Commonwealth offence that is punishable by imprisonment for 12 months or more,
 - represents a damage to the public or the financial system, or
 - is prescribed by regulations.
- 1.1.4 Disclosable matters that relate to the Trustee and the Fund include:
- Illegal conduct, such as theft, violence, or damage to property;
 - Fraud, money laundering or misappropriation of funds;
 - Offering or accepting a bribe;
 - Financial irregularities;
 - Failure to comply with, or breach of, legal or regulatory requirements; and
 - Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.
- 1.1.5 Disclosable matters include conduct that may not involve a contravention of a particular law. Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law.
- 1.4.2 **Disclosures qualifying for protection** under the Taxation Administration Act involve the discloser having reasonable grounds to suspect the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Trustee, or an associate of the Trustee

1.5 Disclosures that are not protected

- 1.5.1 Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act or the Taxation Administration Act.

- 1.5.2 To the extent a disclosure relates to personal work-related grievances as defined in the Corporations Act, it is not a disclosable matter. Reports of these matters may be made through other appropriate channels provided by the Trustee.
- 1.5.3 Examples of personal workplace grievances include; interpersonal conflicts, decisions that don't involve a breach of workplace laws, a decision about the engagement, transfer or promotion of the discloser, a decision to suspend or terminate the engagement of the discloser, etc.

1.6 Who can receive a disclosure?

- 1.6.1 Disclosures that qualify for protection under the Corporations Act may be made to:
- Eligible recipients:
 - A director or the company secretary of the Trustee
 - The Trustee's internal or external auditor, or a member of the audit team
 - The Trustee's actuary
 - A person authorised by the Trustee to receive disclosures that may qualify for protection
 - Legal practitioner (for the purpose of obtaining legal advice or legal representation regarding a disclosure)
 - ASIC
 - APRA
 - Other prescribed Commonwealth authority.
 - Disclosures may also be made to journalists and members of Commonwealth, state or territory parliaments (parliamentarians), under certain circumstances (see sections 1.7 and 1.8 below).
- 1.6.2 Disclosures made under the Taxation Administration Act may be made to:
- The Trustee's internal or external auditor, or a member of their team
 - The Trustee's registered tax agent or BAS agent
 - An officer/director/secretary or senior manager of the Trustee
- 1.6.3 Where possible disclosures should be made to the Trustee in the first instance.

1.7 Public Interest Disclosure

- 1.7.1 The Trustee recommends that a discloser should contact an independent legal adviser before making a public interest disclosure.
- 1.7.2 A public interest disclosure to a journalist or parliamentarian qualifies for protection if:
- The discloser has previously made a disclosure of that information that qualifies for protection to ASIC, APRA or another Commonwealth body prescribed by regulations, and
 - At least 90 days has passed since the previous disclosure was made, and
 - The discloser does not have reasonable grounds to believe action is being, or has been taken, to address the matter to which the previous disclosure related, and

- The discloser has reasonable grounds to believe that making a further disclosure of the information would be in the public interest, and
- The discloser gives the body to which the previous disclosure was made written notification that includes sufficient information to identify the disclosure and that they intend to make a public interest disclosure, and
- The extent of information disclosed in the public interest disclosure is no greater than necessary to inform the recipient of the misconduct or the improper state of affairs or circumstances, or conduct of the regulated entity (i.e. subject of the disclosure).

1.8 Emergency Disclosure

1.8.1 The Trustee recommends that a discloser should contact an independent legal adviser before making an emergency disclosure.

1.8.2 An emergency disclosure to a journalist or parliamentarian qualifies for protection if:

- The discloser has previously made a disclosure of that information that qualifies for protection to ASIC, APRA or another Commonwealth body prescribed by regulations, and
- The discloser has reasonable grounds to believe the information concerns a substantial and imminent danger to the health or safety of one or more persons or the natural environment, and:
- The discloser gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the discloser intends to make an emergency disclosure, and
- The extent of the information in the disclosure is no greater than is necessary to inform the recipient of the substantial and imminent danger.

2. How to make a disclosure

2.1 Forms of disclosure

2.1.1 Disclosures may be made in any form (post, email, phone, or in person) including the following:

Post to:

Manildra Whistleblower – Confidential

Manildra Flour Mills Retirement Fund

6 Frank Street

Gladesville NSW 2111

If you choose to remain anonymous you may use this method

Email: belinda.burton@manildra.com.au

If you choose to remain anonymous you may use this method by sending an email from an anonymised email address.

The Trustee's eligible recipients:

Name: Belinda Burton

Title: Fund Secretary/ Director

Email: belindaburton@manildra.com.au

Phone: 02 9879 9800

Or any other Director

Name: Geoff Rooney

Title: Partner, BDO

Email: Geoff.rooney@bdo.com.au

Phone: 02 8221 2210

2.1.2 We encourage whistleblowers to report to the Trustee or the Trustee's Internal Auditor in the first instance, however, depending on the nature of the disclosure you may wish to go directly to a regulator.

APRA

ASIC

ATO

2.2 Anonymity

2.2.1 A discloser can choose to remain anonymous while making a disclosure, over the course of an investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel may reveal their identity at any time, including during follow-up conversations. A discloser who

wishes to remain anonymous should maintain ongoing two-way communication with the eligible recipient so that they can ask follow-up questions.

- 2.2.2 The Trustee will protect and maintain the anonymity of a discloser that has chosen to remain anonymous subject to the requirements of the law which may require disclosure of the identity of the whistleblower in any legal proceedings. A discloser may choose to use an anonymised email address to communicate, a pseudonym, or other methods as appropriate to the circumstances.

3. Legal protections for disclosers

3.1 Overview

- 3.1.1 The Trustee confirms that it will not constrain, impede, restrict or discourage, whether by confidentiality clauses, policies, or other means, any whistleblower from disclosing information or providing documents which constitute a disclosable matter.
- 3.1.2 All reasonable steps will be taken to ensure that a whistleblower making disclosures as outlined in this policy, will not be subject to, or threatened with, a detriment.
- 3.1.3 Detriment is defined in the Corporations Act to include:
- 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;
 - j. any other damage to a person.
- 3.1.4 Actions that are not detrimental include:
- Reasonable administrative action for the purpose of protecting a discloser from detriment
 - Managing a discloser's unsatisfactory work performance
- 3.1.5 The following protections are provided to whistleblowers:

3.2 Confidentiality of whistleblower's identity

- 3.2.1 The Trustee will take all reasonable steps to reduce the risk that the identity of the eligible whistleblower, or information provided by them, leads to their identification. We will do this, for example, by limiting the number of people involved in the receipt, investigation and outcome of the report.
- 3.2.2 It is illegal for the Trustee to identify a whistleblower, or disclose information that is highly likely to lead to the identification of the whistleblower, except in the following circumstances:
- **For disclosures made under the Corporations Act** it is permissible to disclose this information to ASIC or APRA
 - **For disclosures made under the Taxation Administration Act** it is permissible to disclose this information to the Commissioner of Taxation
 - To a member of the Australian Federal Police
 - To a legal practitioner (for the purpose of obtaining advice or representation)
 - To a person or body prescribed by regulations, or

- With the consent of the discloser.

3.2.3 It is permissible to disclose information that does not include the identity of the whistleblower where it is reasonably necessary for the purpose of investigation provided all reasonable steps are taken to reduce the risk that the whistleblower will be identified as a result.

3.2.4 A discloser can lodge a complaint with the Trustee for breaches of their confidentiality. They may also lodge a complaint with a regulator such as ASIC, APRA or the ATO, for investigation.

3.3 Protection from detrimental acts or omissions

3.3.1 The Trustee will not cause any detriment to anyone who reports a disclosable matter, or as a result of investigating the report. Anyone who does anything, or threatens to do something, to cause detriment to the person who reports a disclosable matter, or as a result of the investigation of the report, may commit a criminal offence.

3.4 Compensation and other remedies

3.4.1 A discloser can seek compensation and other remedies through the courts if:

- they suffer loss, damage, or injury because of a disclosure; and
- if the Trustee failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

3.4.2 The Trustee encourages disclosers to seek independent legal advice.

3.5 Immunity from liability

3.5.1 Eligible whistleblowers will not be subject to any criminal, civil or administrative liability (including disciplinary action) for reporting a disclosable matter. This is the case even if, for example, an eligible whistleblower makes a protected disclosure that is in breach of a contract with the Trustee.

3.5.2 However, whistleblower protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

3.5.3 Information disclosed by eligible whistleblowers will not be admissible against them, other than proceedings in respect of the falsity of the information, or where the disclosure reveals civil, criminal or administrative liability of the whistleblower.

3.6 False Reporting

3.6.1 Whilst the Trustee wants to ensure that individuals are not unintentionally deterred from making a statement, potential whistleblowers should take care to ensure that they don't make a report on a matter that they know to be untrue.

4. Support and practical protection for disclosers

4.1 Overview

- 4.1.1 The Trustee encourages those who are aware of wrongdoing to speak up. We support this by maintaining the discloser's confidentiality and protecting them from detriment at all stages of making, investigating and reporting on a protected disclosure.

4.2 Identity protection (confidentiality)

The Trustee will reduce the risk that a discloser may be identified from information contained in report by:

- Redacting all personal information or references to the discloser
- Referring to the discloser in gender-neutral context
- Contacting the discloser to help identify aspects of the disclosure that could inadvertently identify them
- Disclosures will be handled and investigated by qualified staff

- 4.2.1 Secure record-keeping and information-sharing processes:

- All documents will be stored securely
- Access to information relating to a disclosure will be limited to those managing and investigating the disclosure
- Restricting the number of people directly involved in the handling and investigation
- Communications and documents relating to a disclosure will not be printed or sent to an email address that can be accessed by other staff
- Each person involved in handling and investigating a disclosure will be reminded of confidentiality requirements and that unauthorised disclosure is a criminal offence.

4.3 Protections from detrimental acts or omissions

- 4.3.1 Measures and mechanisms to protect disclosers from detrimental acts or omissions include:

- Processes for assessing the risk of detriment against a discloser, and other persons (who may also have made a disclosure), which will commence as soon as practicable after receiving a disclosure
- Support services, such as counselling or other professional or legal services, available to disclosers
- Strategies to help a discloser minimise and manage stress, time, or performance impacts resulting from the disclosure or its investigation
- Actions to protect a discloser from risk of detriment (i.e. allowing them to perform duties in another location; reassign them to a new role at the same level; make modifications to their workplace, etc)

- Processes to ensure management are aware of their responsibilities to maintain confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, ensuring fairness when managing the performance or, or taking other management action relating to, as discloser
- Procedures on how a discloser can make a complaint if they have suffered detriment
- Interventions for protecting a discloser if the detriment has already occurred (i.e. disciplinary action, allowing the discloser to take leave, develop a career plan, compensation, etc).

4.4 Complaints

4.4.1 A discloser can lodge a complaint with the Trustee for breaches of confidentiality or if they have suffered detriment.

4.4.2 Complaints can be made in accordance with the Trustee's Complaints Handling Policy

4.4.3 A discloser may also lodge a complaint with a regulator such as ASIC, APRA or the ATO, for investigation if they believe they have suffered detriment or if they are not satisfied with the outcome of an investigation.

5. How the Trustee will investigate disclosures

5.1 Handling

- 5.1.1 The Trustee will assess each disclosure to determine whether it qualifies for protection, and if an investigation is required.
- 5.1.2 The Trustee will treat all disclosures as if they qualify for protection under the Corporations Act or Tax Administration Act, until such time as it is determined that they do not qualify for protection.

5.2 Investigating

- 5.2.1 If a disclosable matter is reported to an eligible recipient, the eligible recipient will report receipt of the disclosable matter with the Fund Secretary. The eligible recipient and the Fund Secretary will determine who will conduct an investigation in to, and provide a confidential report on, the disclosable matter.
- 5.2.2 The Trustee will ensure that all investigations:
- Are conducted by someone independent and impartial (and never by the recipient of the report, or anyone implicated in its subject matter)
 - Are conducted in strict confidence
 - Are conducted as quickly as possible
 - Are as thorough as possible
 - Are appropriately resourced
 - Protect the identity of the whistleblower
 - Give anyone who is implicated in the subject matter of the report an opportunity to respond to any allegations made against them. Implicated individuals do not, however, have to respond.

5.3 Reporting

- 5.3.1 At the end to the investigation, the investigator will provide the Fund Secretary and the eligible recipient with a written report that:
- Summarises the content of the whistleblower's report
 - Describes the investigation in enough detail to allow the Fund Secretary and the eligible recipient to assess the adequacy of the investigation
 - Sets out the conclusions that the investigator reached as a result of the investigation, and
 - Annexes any relevant supporting material.
 - At the end of the investigation the investigator may provide the discloser with information on the outcomes of the investigation: However, it should be noted that there may be circumstances where it is not appropriate to provide details of the outcomes of the investigation to the discloser, consequently, these will be provided on a case-by-case basis.

5.3.2 At least annually, the Fund Secretary will provide the Audit, Risk and Compliance Committee with a summary report on:

- The number of whistleblower reports received
- The results of the investigations into those reports
- Any identified root causes of non-compliance and the steps taken to eliminate those root cause.

5.4 Actions

5.4.1 The Fund Secretary and the eligible recipient will take appropriate action in relation to the investigator's report. This may, for example, include:

- Requiring further investigations
- Recommending disciplinary action
- Referring the matter to the Board
- Notifying regulatory bodies.

5.5 Review

5.5.1 The Trustee will provide an avenue for review if the discloser is not satisfied with the outcome of the investigation:

- A review may be conducted to see if the Trustee's policy, processes and procedures have been adhered to. If a review is conducted it will be undertaken by someone not involved in the handling or investigation of disclosures
- Review findings will be provided to the Audit, Risk and Compliance Committee and the Board
- The Secretariat is not under an obligation to reopen an investigation if it finds that the investigation was conducted properly or if there is no new information that would change the outcome of the investigations
- A discloser may lodge a complaint with a regulator, ASIC, APRA or the ATO, if they are not satisfied with the outcome of an investigation

5.6 Ensuring fair treatment of individuals mentioned in a disclosure

5.6.1 The Trustee is committed to ensuring that all individuals who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure are treated fairly. We will do this by:

- Handling disclosures confidentially, where practicable and appropriate in the circumstances
- Assessing each disclosure to determine if it will be subject to an investigation, and if there is enough evidence to substantiate or refute the matters reported
- When an investigation needs to be undertaken ensuring that the process is objective, fair and independent
- Individuals who are the subject of a disclosure will be advised of the subject matter of the disclosure will be advised as and when required by principals of natural justice and procedural fairness and

prior to any actions being taken (for example, if the disclosure will be subject to an investigation, depending on the nature of the investigation and whether the disclosure needs to be referred to ASIC, APRA, ATO or the Federal Police, etc)

- Individuals who are the subject of a disclosure may contact the Trustee's support services (e.g. counselling).

6. Policy availability and review

6.1 Availability

- 6.1.1 This Policy is available to all Directors and training provided to them on a regular basis.
- 6.1.2 This Policy is also made available on the Trustee's public website.

6.2 Policy Review

- 6.2.1 The Audit, Risk & Compliance Committee will ensure that a biennial review of this policy is undertaken.
- 6.2.2 Prior to the commencement of this review, the Audit, Risk & Compliance Committee will determine whether the review will be undertaken internally or outsourced to an appropriately qualified and experienced service provider who is operationally independent from those responsible for administering this policy, or a combination of both.
- 6.2.3 The results of the review will be reported to the Audit, Risk & Compliance Committee and the Board.