

# Whistleblowing Policy

Version: November 2022

Gumala Investments Pty Ltd  
As Trustee for the General Gumala Foundation

## **Introduction and Purpose**

This policy has been prepared by Gumala Investments Pty Ltd as Trustee for The General Gumala Foundation Trust (“GIPL”, “Gumala Trust”) and is a policy which will apply to all Directors and employees of GIPL.

The policy will be reviewed bi-annually.

GIPL’s Executive Officer will ensure that training on whistleblowing obligations and employee requirements is conducted for all staff on an ongoing basis.

As an organisation entrusted with the safeguarding the interests of its Beneficiaries, Gumala Investments Pty Ltd as Trustee for the General Gumala Foundation Trust (“GIPL”, “Gumala Trust”) is committed to the highest standards of good governance, legal, ethical and moral behaviour and in that regard recognises that its employees, contractors, suppliers and Beneficiaries may be the first to identify concerns of Wrongdoing, either perceived or real.

The purpose of this policy is to provide a framework for a supportive work environment where legitimately held concerns of wrongdoing within GIPL can be raised without fear of retribution.

This policy will be provided to all officers and employees of GIPL.

## **Background / Context**

Whilst GIPL supports a culture of openness and a willingness to report concerns, for various reasons individuals may feel unable to raise those concerns without a fear of reprisal.

No person should be placed in a position of being disadvantaged for reporting legitimately held concerns, and in many circumstances legislation (Corporations Act 2001) specifically prevents it.

Creating and supporting an environment of reporting can be achieved through:

- Encouraging reporting of properly held concerns of perceived wrongdoing;
- Providing reporting options that may remove any inhibitions to reporting; and
- Establishing procedures that facilitate:
  - o Protection for those who report concerns
  - o Independent investigation of concerns
  - o Resolution of any issues identified as a result of that investigation.

Any person making such an allegation is entitled to expect that:

- His/her concerns will be taken seriously and properly investigated to conclusion;
- His/her identify remains confidential to the extent permitted by law;
- They will be protected from any reprisal, harassment or victimisation that may arise from concerns raised in good faith; and
- That any allegation of reprisals, as a result of the disclosure, will in itself be fully investigated to conclusion and, if/where proven, acted upon appropriately as the circumstances dictate.

The policy is in addition to rights afforded under:

- Human resources policies;
- Usual complaint mechanisms for Beneficiaries/Members and employees;
- The exercising of rights under the terms of any contracts.

## Key Terms and Definitions

### **Whistleblowing**

The disclosure, based upon reasonable grounds of concerns of actual or suspected wrongdoing, which includes but is not restricted to fraud; corruption; gross mismanagement; harassment or bullying or other illegal activities.

The Corporations Act sets out a regime for the protection of Whistleblowers where they disclose certain information.

### **Whistleblower**

A person who reports concerns in accordance with this policy.

An Eligible Whistleblower under the Corporations Act is anyone who is or has been any of the following:

- Employees;
- Directors;
- Officers;
- Contractors (including their employees)
- Suppliers (including their employees)
- Associates;

- Consultants; and
- A dependent or spouse of anyone referred to above

### **Wrongdoing**

For the purpose of this policy, Wrongdoing includes but is not limited to conduct that:

- Is fraudulent or corrupt as defined by legislation or in the ordinary sense of the word;
- Is illegal such as theft; sexual harassment or violence;
- Is unethical; including acting dishonestly; falsification or deliberate mis-stating of GIPL records; false accounting;
- Could otherwise result in a serious financial/non-financial loss to GIPL;
- Could cause serious reputational damage to GIPL; and/or
- Involves any other kind of serious impropriety including action taken against a Whistleblower.
- Constitutes an offence under legislation relating to GIPL's activities including but not limited to the Corporations Act, Banking Act, and the Financial Sector (Collection of Data) Act

## Policy

### Reporting and Disclosure

#### General

This policy is intended to apply to reports of Wrongdoing.

It does not apply to personal work-related grievances unless the conduct would be considered victimisation because the person has made a report under this policy, or it would have serious implications for GIPL.

A personal work-related grievance is a grievance about any matter in related to the Discloser's employment or former employment having or tending to have implications for the Discloser personally, and does not concern breaches of the legislation referred to above, offences against the laws of the Commonwealth punishable by a sentence of 12 months or more or that represents a danger to the public or the financial system.

Examples of a personal work-related grievance include:

- Interpersonal conflict between the discloser and an employee;
- A decision relating to the engagement, transfer or promotion of the discloser;
- A decision relating to the terms and conditions of engagement of the discloser; and
- A decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A Whistleblower making a disclosure, must have reasonable grounds for making the disclosure.

Nothing within this policy prevents a Whistleblower from making a disclosure which also implicates him/her in wrongdoing and protection from retaliatory action or victimisation will still apply.

A disclosure of information by an eligible Whistleblower also qualifies for protection under the Act where:

- they have made disclosure that is protected;
- at least 90 days have passed (except in the case of an emergency disclosure);
- the discloser does not have reasonable grounds to believe action is being taken to address the matters (except in the case of an emergency disclosure);
- the discloser has reasonable grounds to believe making further disclosure would be in the public interest, or that the information concerns a substantial and imminent danger to the health or safety of a person or the environment;

- after the 90 days had elapsed the discloser gave notice to the company that includes information to identify the previous disclosure and states that the discloser intends to make a public interest or emergency disclosure (in the case of a public interest disclosure the notice can only be given after the 90 days have passed);
- the public interest disclosure is made to a member of the Commonwealth, state or territory parliament or a journalist; and
- the extent of the information disclosed is no greater than is necessary to inform the member of the Commonwealth parliament or a journalist of the wrongdoing or substantial and imminent danger.

This policy is in addition to any other policies that may exist within the GT for dealing with complaints. The policy will be publicly available through the GIPL website.

### **Reporting**

An employee wishing to report a concern committed by someone within the same organisation is invariably concerned about reporting to his/her usual supervisor. For that reason, reports on Wrongdoing under this policy are encouraged to be reported to a person outside of that reporting line. In the case of GIPL, initial reports under the Whistleblowing Policy, from both internal and external sources, are encouraged to be made in the first instance to the GIPL 'Whistleblowing Officer':

**Chairman of Directors**

**Email: [yale.bolto@gumalatrust.com](mailto:yale.bolto@gumalatrust.com)**

**Telephone: 0438618429**

In any event to qualify for protection under Whistleblowing legislation an eligible Whistleblower may make a disclosure to one of the following:

- Chairman of Directors (Whistleblowing Officer);
- Australian Securities and Investments Commission (ASIC), Australia Prudential

Regulation Authority (APRA);

- Internal or external auditors; or
- A Director, Company Secretary, Officer or other senior manager of GIPL.

In making the disclosure the Eligible Whistleblower must:

- make the report verbally or in writing; and
- have reasonable grounds to support the concerns;

Anonymous reports can be made, accepted and where possible will be acted upon.

### **Disclosure**

General details of any disclosures made under Whistleblowing legislation will be notified to the relevant Audit & Risk Committee and Board.

That disclosure will not include the name of the Eligible Whistleblower or information that may reveal the identity of the Eligible Whistleblower, unless that is authorised by law. The disclosure will be authorised by law where it is:

- Consented to by the Whistleblower;
- Made to ASIC, APRA or the Federal Police;
- To a lawyer for the purposes of obtaining legal advice or representation in relation to the operation of the Whistleblower laws.

Disclosure of information may also be made if the identity of the Discloser is not made but the disclosure is reasonably necessary for investigating the matter, and all reasonable steps are taken to reduce the risk that the discloser will be identified.

The principles of natural justice must be considered when interviewing the person subject to any disclosure and in some instances progression of an investigation may not be possible without the identity of the Whistleblower becoming known.

### **No victimisation**

No employee or officer of GIPL may engage in any conduct that causes detriment to an Eligible Whistleblower or someone who proposes to make a report under this policy. This also applies to threats to cause detriments. All reports of victimisation will be thoroughly investigated.

A detriment includes a dismissal, injury, a disadvantageous change to employment conditions, discrimination, harassment or intimidation or damage to property, reputation, business or financial position or any other damage to a person.

An Eligible Whistleblower person making a report under this policy will not be subject to any civil, criminal or disciplinary action for making the report or participating in any investigation.

### **Investigation & Independence**

All allegations of Wrongdoing received under this policy will be properly assessed and, if that assessment dictates, investigated.

In the first instance allegations will be investigated by, and be the responsibility of, the Whistleblowing Officer (Chairman of Directors), who may second the expertise of others, internal or external, as required.

In order to properly investigate disclosures and subject to legislative restrictions, the Whistleblowing Officer will, in proportion to the concerns raised, have direct and unfettered access to:

- GIPL systems;
- GIPL employees; including, where necessary, the subject of the allegation; and
- Independent expert advice and services as required.

Investigations will be conducted in a fair and independent way, follow accepted investigative processes including the appropriate gathering and recording of evidence and will seek to either substantiate or refute the allegations made.

The investigative process will at all times have due regard to Employment Law and GIPL Human Resource policies.

### **Conclusions & Recommendations**

At the conclusion of any investigation the Whistleblowing Officer will prepare a concluding report, redacted where appropriate, and recommendations to the Board of the respective entity to which the disclosure related. That recommendation could include taking:

- No further action
- Disciplinary action and/or
- Refer the matter to an appropriate external body/body including police/ASIC.



In preparing and considering that recommendation the Whistleblowing Officer and Directors must give due consideration to the obligations of good governance placed upon them under legislation and the need to ensure that where evidence of Wrongdoing is evident appropriate action is taken and seen to be taken.

### **Legislative Protection**

As highlighted above in certain circumstances allegations made under a Whistleblowing policy can provide certain protection for the individual making the allegations. In the interest of transparency, the table below provides the elements that 'must' be present to enable protection under the Corporation Act. Irrespective of those requirements the GT will make every effort to ensure that protection, at least to the extent of the law, is provided to all those making allegations.

<b>Part 9. 4AAA Corporations Act 2001 (as amended) &amp; Part 10.5 Division 466 Corporations (Aboriginal and Torres Strait Islander Act (2006))</b>	
Required elements	Description
Reportable Conduct	Serious breaches (wrongdoing) by an employee or officer of the GT of either: corporation law or other reportable conduct as described in 2.3 above
Reasonable grounds	The person making the disclosure must have reasonable grounds for suspecting both the conduct and the individual against whom the allegation is made.
Person making the disclosure	<p style="text-align: center;">anyone who is or has been any of the following:</p> <ul style="list-style-type: none"> <li>• Employees;</li> <li>• Directors;</li> <li>• Officers;</li> <li>• Contractors (including their employees)</li> <li>• Suppliers (including their employees)</li> <li>• Associates;</li> <li>• Consultants; and</li> <li>• A dependent or spouse of anyone referred to above</li> </ul>
Person receiving the disclosure	<p>Is either:</p> <ul style="list-style-type: none"> <li>• The Whistleblowing officer</li> <li>• A Director of the GT</li> <li>• An internal or external auditor of the GT ASIC</li> </ul>

**Version Control**

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