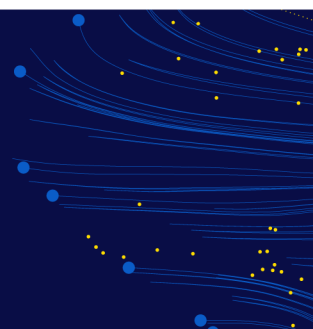


CPA Australia Whistleblower Policy



1. APPLICATION AND SCOPE

The CPA Australia Group consists of CPA Australia Ltd and all other related entities of CPA Australia Ltd ("**CPA Australia**" or the "**Group**").

This Whistleblower Policy ("**Policy**") sets out the framework for receiving, investigating and addressing allegations of Reportable Conduct (see section 4 for the definition of "Reportable Conduct") where that Reportable Conduct concerns the activities of CPA Australia or current and former directors, officers, agents, employees and contractors of the Group ("**CPA Australia Personnel**"). A Whistleblower protection flowchart is at Appendix C.

This Policy will be made available to CPA Australia Personnel via the Group's intranet and to the public on the CPA Australia website.

2. OBJECTIVES AND PURPOSE

As one of the world's largest accounting bodies, CPA Australia plays a vital role in the development of policies, standards and regulations impacting the accounting profession. The public at large looks to CPA Australia as an example of good governance and best practice.

To this end, CPA Australia is committed to fostering a culture of ethical behaviour and good corporate governance. CPA Australia will not tolerate any corrupt, illegal or other undesirable conduct by CPA Australia Personnel nor condone victimisation of an individual who intends to report or has reported such conduct as a Protected Disclosure in accordance with this Policy (see section 3 of this Policy for the definition of "Protected Disclosure"). The Group supports the reporting of improper conduct. This Policy is designed to promote open communication throughout the Group, develop practices that reduce the risk of Reportable Conduct within CPA Australia, and safeguard the reputation, values and ethics of the Group.

A "**Whistleblower**" is anyone who makes or attempts to make a report of Reportable Conduct under this Policy, and is, or has previously been, an officer, employee, supplier of goods or services or an associate of CPA Australia or is a relative or dependent of such persons.

Examples of a Whistleblower include:

- a) current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors;
- b) a supplier of services or goods to CPA Australia (whether paid or unpaid), including their employees; and
- c) current and former contractors, consultants, service providers and business partners.

This Policy does not apply to complaints from CPA Australia members unless a member still meets the definition of a Whistleblower (e.g. the member is also an employee of CPA Australia). For these complaints from members, CPA Australia has a separate complaints process. Please contact CPA Australia on 1300 73 73 73 (within Australia) and +61 3 9606 9677 (outside of Australia) for further information.

The objectives of this Whistleblower Policy are to:

- a) provide Whistleblowers with a clear framework within which to make an allegation as a Protected Disclosure;
- b) ensure any reports of Reportable Conduct are dealt with appropriately;
- c) provide Whistleblowers with a clear understanding of how allegations will be handled;
- d) protect Whistleblowers from victimisation and retaliation;
- e) support Whistleblowers throughout the reporting process; and
- f) afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

To support its stated objectives, this Policy provides a framework for Whistleblowers to make a Protected Disclosure by:

- a) providing reasonable protections for a Whistleblower who has reasonable grounds to suspect that the information raises concerns about Reportable Conduct (see section 4 of this Policy for examples); and
- b) ensuring allegations of Reportable Conduct are properly and lawfully investigated and addressed.

3. PROTECTED DISCLOSURES

A “**Protected Disclosure**” is a report of Reportable Conduct made in accordance with this Policy. Nothing in this Policy is intended to abrogate or diminish any additional or alternative protections which may be available at law.

CPA Australia promotes a culture that encourages the reporting of Reportable Conduct and where a Whistleblower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by CPA Australia as a result of having made the report. The Whistleblower must, at all times during the reporting process, continue to comply with this Policy.

CPA Australia 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. Examples of how CPA Australia will protect Whistleblowers from detrimental conduct includes (where appropriate):

- a) treating any instance of detrimental conduct occurring towards a Whistleblower as serious misconduct which may result in disciplinary action;
- b) making arrangements for a Whistleblower to perform their duties from a different location and/or reassigning or relocating other staff involved in the Reportable Conduct; and
- c) providing the Whistleblower with access to support services including independent counselling and/or legal services.

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**), the Australian Prudential Regulation Authority (**APRA**) or the Australian Taxation Office (**ATO**).

CPA Australia has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistleblower.

In some jurisdictions, in addition to the protections provided for under this Policy, a person making an allegation of Reportable Conduct may be protected by local law from civil and/or criminal proceedings, and, against retaliatory or discriminatory action as a result of having made an allegation protected by applicable local law. Whistleblowers should be aware that, in some jurisdictions, making an allegation to a government authority without using CPA Australia's internal procedure may result in the loss of whistleblower protection available under this Policy.

Appendix A describes special protections in Australia for whistleblowers under the *Corporations Act 2001* (Cth) (**Corporations Act**) who disclose information to an eligible recipient concerning alleged misconduct or an improper state of affairs or circumstances in relation to the Group.

Appendix B describes special protections in Australia under the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) for whistleblowers making disclosures about alleged breaches of any Australian tax law, provided certain conditions are met.

4. REPORTABLE CONDUCT

This Policy supports the reporting of allegations of serious wrongdoing by CPA Australia or CPA Australia Personnel. A report may be made under this Policy in relation to conduct by CPA Australia or CPA Australia Personnel that involves misconduct or concerns an improper state of affairs or circumstances ("**Reportable Conduct**"). Reportable Conduct could include conduct that is:

- a) dishonest, fraudulent or corrupt (see CPA Australia's Fraud and Corruption Policy for further information about conduct which amounts to fraud or corruption);
- b) illegal (including theft, fraud, money laundering or misappropriation or other breach of state or federal law);
- c) a serious breach of the Group's policies and procedures (such as use of Group funds or Group resources in a manner that falls within the scope of Reportable Conduct or is unethical);
- d) offering or accepting a bribe or any instruction to cover up or attempt to cover up serious wrongdoing;
- e) causing, contributing to, or is directly linked to modern slavery (defined broadly as all forms of human trafficking, forced labour and slavery-like practices) in the Group's supply chains or operations;
- f) potentially damaging to CPA Australia, CPA Australia Personnel or a third party, such as unsafe work practices or otherwise endangering health and safety, or which involves damage/sabotage, violence, drug & alcohol sale/use; and
- g) conduct involving bullying, discrimination, harassment, victimisation, abuse, or reprisal action.

Disclosures which are not about Reportable Conduct do not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant).

Personal work-related grievances, such as an interpersonal conflict between the discloser and another employee are not Protected Disclosures under this Policy provided that it does not involve victimisation in contravention of the Corporations Act. Other examples of a personal work-related grievance include a decision relating to the engagement, transfer or promotion of the discloser; dissatisfaction about performance outcome; a decision relating to the terms and conditions of engagement of the discloser; or a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser. A personal work-related grievance may still qualify for protection if:

- a) it includes information regarding Reportable Conduct;
- b) the information has broader significant implications for the Group;
- c) the information involves systemic issues that represent a danger to the public;
- d) CPA Australia has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- e) the discloser suffers from or is threatened with detrimental conduct for making a disclosure; or

- f) the discloser seeks legal advice or legal representation about the operation of the protections under the Corporations Act.

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 (e.g. by using the Group's relevant policy, i.e. the Group's Fraud and Corruption Policy or Employee Complaints Policy). 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. MAKING A REPORT

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

1. verbally or in writing to a CPA Australia Whistleblower Protection Officer ("**WPO**") (see section 5.1 of this Policy for WPO contact information); or
2. 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 (see section 5.2 of this Policy for more information).

A report may also be made to an officer (including directors and the company secretary), a senior executive who is a member of the Group's Executive Leadership Team (senior manager) or an auditor or actuary of the Group. 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) is also protected. A report must be made through the above channels in order to qualify for protections under the Corporations Act. A Whistleblower can still qualify for protections even if a disclosure turns out to be incorrect.

At any time, an employee who is unsure about whether to make a Protected Disclosure may discuss the matter in confidence with an officer, senior manager or WPO of CPA Australia and obtain additional information from them. In the event a Whistleblower does not formally make a Protected Disclosure, CPA Australia may nevertheless be compelled to act on the information if that information reasonably suggests Reportable Conduct has occurred or may occur.

Where the Whistleblower believes CPA Australia's internal processes are inappropriate because:

- a) the alleged Reportable Conduct involves a WPO or an executive officer of CPA Australia; or
- b) the Whistleblower considers the matter should not be referred to a WPO,

then the Whistleblower may make that report to the Chair of the Audit, Risk and Compliance Committee or use the independent Whistleblower Service.

Disclosure to a member of parliament or journalist can be made in circumstances of a 'public interest disclosure' or an 'emergency disclosure' and may also qualify for protection. A disclosure must have previously been made to ASIC, APRA or a Commonwealth prescribed body and written notice provided to the body to which the disclosure was made, before it can qualify as a 'public interest disclosure' or an 'emergency disclosure'.

In the case of a 'public interest disclosure', at least 90 days must have passed since the previous disclosure and there are no reasonable grounds to believe that action is being, or has been taken, in relation to the disclosure and there are reasonable grounds to believe that making a further disclosure is in the public interest.

In the case of an 'emergency disclosure', an individual needs reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of persons or to the natural environment.

It is important to understand the criteria for making a 'public interest disclosure' or 'emergency disclosure' before doing so. Please contact the CPA Australia General Counsel or obtain independent legal advice to obtain more information about these disclosures.

5.1 CPA Australia's Whistleblower Protection Officers

Each WPO is appointed by the Audit, Risk and Compliance Committee of CPA Australia to:

- a) safeguard the interests of a Whistleblower;
- b) assess the immediate welfare and protection needs of a Whistleblower and, where the Whistleblower is an employee, seek to foster a supportive work environment and arrange or provide support and protection;
- c) respond as appropriate and necessary to any concerns or reports of victimisation or detrimental conduct against a Whistleblower; and
- d) escalate matters to the relevant entities or authorities (if and when required).

CPA Australia's WPOs are:

- a) General Counsel;
- b) Chief Financial Officer; and
- c) Chief People Officer.

The WPOs may be contacted:

- a) via email at whistleblowing@cpaaustralia.com.au;
- b) in person; or
- c) via post to the attention of “The Whistleblower Protection Officers” at Level 20, 28 Freshwater Place, Southbank, VIC 3006.

5.2 Independent Whistleblower Service

If a Whistleblower is not comfortable or able to report misconduct internally, they may make a report via CPA Australia’s external and independent whistleblowing service provider (“**Whistleblower Service**”).

The independent Whistleblower Service acts as the intermediary, providing the means for Whistleblowers to retain anonymity, whilst enabling CPA Australia to obtain further information if required. All reports received by the independent Whistleblower Service are reported to the CPA Australia WPOs in accordance with this Policy. The independent Whistleblower Service also enables the Whistleblower to receive updates from CPA Australia.

The independent Whistleblower Service enables reports to be made anonymously and confidentially. Whilst CPA Australia would prefer Whistleblowers to disclose their identity in order to facilitate any investigation, Whistleblowers are not required to identify themselves and will not be named in any report to CPA Australia unless they have consented in writing to their identity being disclosed.

The Whistleblower Service reporting options include:

- a) Website: <https://www.yourcall.com.au/cpa> - Available 24/7; and
- b) Telephone: 1800 940 379 AU / 0800 123 508 NZ - Available 9am - 12am (AEST) on recognised Australian national business days.

Online reports can be made via the website address listed above.

In the event a report received by the Whistleblower Service relates to a WPO, the Whistleblower Service will exclude the relevant WPO from all communications when communicating that report to CPA Australia for investigation. The WPOs who are not named in the report will then determine how the matter should be investigated.

If a report relates to all WPOs, the Whistleblower Service will refer the report directly to the Chair of the Audit, Risk and Compliance Committee who shall act as the alternative WPO in this instance.

The Whistleblower Service remains the independent intermediary at all times and will only communicate with CPA Australia’s WPOs, or the Chair of the Audit, Risk and Compliance Committee where applicable.

5.3 Consequences of making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal (in the case of employees) or professional conduct sanction (in the case of members).

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report.

6. CONFIDENTIALITY AND PRIVACY

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

CPA Australia will not disclose a Whistleblower's identity unless:

- a) the Whistleblower consents in writing to the disclosure of their identity;
- b) disclosure of the Whistleblower's identity is compelled by law;
- c) the disclosure is reported to ASIC, APRA, ATO, Australian Federal Police (**AFP**); or
- d) 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.

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 an offence under the *Corporations Act* 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, CPA Australia will take all reasonable steps 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.

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

- a) maintaining all files relating to a Whistleblower in secure files (with access controls) that are only accessible by WPOs;
- b) communicating via anonymous telephone conversations (i.e. through the Whistleblower Service);
- c) allowing Whistleblowers to communicate via anonymised email addresses;
- d) where appropriate, working with the Whistleblowers to understand what information may lead to their identification;
- e) conducting all meetings or telephone conversations with Whistleblowers in private; and

- f) 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.

7. INVESTIGATION

CPA Australia will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this Policy.

CPA Australia will review allegations of Reportable Conduct as soon as practicable following the receipt of a report under this Policy. A person receiving a Protected Disclosures must immediately refer it to a WPO (subject to confidentiality obligations in section 6 of this Policy).

All Protected Disclosures will ultimately be reported to the Audit, Risk and Compliance Committee, either as part of the Whistleblower Register (see section 7.2 of this Policy), or as standalone agenda items in circumstances where the WPOs determine this is warranted or necessary.

The WPOs (or the Chair of the Audit, Risk and Compliance Committee if applicable) will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required and, if so, determine the appropriate investigation process, including:

- a) the nature and scope of the investigation;
- b) who will conduct the investigation and whether that person should be external to CPA Australia;
- c) the nature of any technical, financial or legal advice that may be required; and
- d) a timeframe for the investigation having regard to the allocated level of risk.

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.

Where it is determined that an investigation is required, CPA Australia will take all reasonable steps to ensure that the relevant person or body conducting the investigation can conclude the investigation within 6 weeks of its commencement, however the time required for the investigation may vary depending on the nature of the Reportable Conduct.

The Whistleblower may, if CPA Australia deems it appropriate and permissible to do so, be informed on a continuing basis as to the nature and progress of the investigation. The frequency of updates may vary depending on the nature of the report.

CPA Australia may be required to refer an allegation of Reportable Conduct to the Police or other agency (e.g. ASIC, APRA, ATO or AFP). In such circumstances, CPA Australia may not be able to keep a Whistleblower informed on the progress of a Protected Disclosure.

Employees mentioned in a Protected Disclosure will be treated with fairness and, if an investigation is to be conducted, the employee will, without breaching any confidentiality, be informed of the Protected Disclosure, afforded natural justice and will be provided with regular updates regarding the investigation. All support services outlined in this policy are available to employees who are the subject of a Protected Disclosure (see section 9 of this Policy).

7.1 Investigation Findings

The person leading any investigation will report their findings to the relevant WPO (or directly to the Chair of the Audit, Risk and Compliance Committee if the WPOs have been circumvented due to a conflict as contemplated by this Policy) and where appropriate advise the recommended course of action (if any) that CPA Australia 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 the Group.

A WPO and the Chair of the Audit, Risk and Compliance Committee (or other appropriate decision maker, as decided depending on the circumstances) will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WPO may notify the Whistleblower of the conclusion of the investigation and the action taken.

7.2 Record Keeping and Accountability

CPA Australia's General Counsel is the officer responsible for:

- a) establishing and maintaining the Whistleblower Service;
- b) generating and distributing the Whistleblower Service details to the WPOs;
- c) communicating this Policy and the Whistleblower Service details to CPA Australia business units;
- d) publishing this Policy on the CPA Australia website; and
- e) otherwise ensuring maintenance and adherence to this Policy.

CPA Australia will establish and maintain a record of all reports of Reportable Conduct received, any investigation process undertaken and any actions taken to resolve the matter ("**Whistleblower Register**").

The WPOs will:

- a) coordinate and support the impartial investigation of Protected Disclosures; and
- b) submit a quarterly summary report to the Audit, Risk and Compliance Committee, which provides statistics of:
 - the number of reports received, per quarter;

- for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
- for each report, the time taken to investigate it; and
- the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).

The Chair of the Audit, Risk and Compliance Committee shall periodically review the Whistleblower Register to ensure that proper processes are being followed.

8. VICTIMISATION

Victimisation of whistleblowers is an offence under the *Corporations Act*, and CPA Australia 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. CPA Australia has various processes and procedures in place to protect employees from victimisation or detrimental conduct depending on the circumstances. These include observing and reviewing the conduct of other employees to ensure that no victimisation or detrimental conduct occurs. If a Whistleblower believes that victimisation or detrimental conduct has occurred, CPA Australia will consider allowing the Whistleblower to undertake leave or complete duties from a different location. Support services will also be made available to Whistleblowers (see section 9 of this Policy).

CPA Australia 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) or legal proceedings brought by ASIC against the individual engaging in victimisation or detrimental conduct.

9. SUPPORT

The WPO can initiate or coordinate support for employees who have made, or are in the process of making, a report or who are the subject of a report. As a first step, employees can contact CPA Australia's employee assistance provider (EAP) – TELUS Health via phone or online. This is a confidential service and available 24/7.

Employees can access the TELUS Health EAP by phone:

- Australia 1300 361 008
- New Zealand 0800 155 318
- China 400 650 6605 (local national / mobile) or 800 810 6605 (toll free)
- Hong Kong 800 806 121 (toll free) or 852 5803 3890

- Indonesia 0800 1231 321 or 0812 1123 123 (out of hours)
- Malaysia 1 800 813 155 (toll free)
- Singapore 800 492 2566 (toll free) or 0812 1123 123 (out of hours)
- Vietnam 1800 1798
- United Kingdom 0 808 101 0948
- United Arab Emirates 8000 3570 3075

or through CPA Australia's [Total Wellbeing Platform](#)

10. POLICY REVIEW AND AMENDMENT

The General Counsel and the Audit, Risk and Compliance Committee of CPA Australia will monitor and biennially review the effectiveness of this Policy.

This Policy can only be amended with the approval of the Audit, Risk and Compliance Committee of CPA Australia. Any amendments to this Policy shall be effected by the posting of an updated version of the document on CPA Australia's website at www.cpaaustralia.com.au.

This version of the Policy was approved by the CPA Australia Board of Directors on 4 December 2023.

Appendix A: Corporations Act protections

The Corporations Act extends protections to whistleblower reports alleging misconduct, or an improper state of affairs or circumstances, in relation to the Group where a discloser has reasonable grounds to suspect the Group or an officer or employee of the Group has engaged in conduct that constitutes an offence against, or a contravention of:

- a) financial sector laws¹;
- b) all Commonwealth offences punishable by imprisonment of 12 months or more;
- c) represents a danger to the public or the financial system.

The Corporations Act does not extend protections to whistleblower reports concerning a personal work-related grievance, such as an interpersonal conflict between the discloser and another employee.²

An individual is an “eligible whistleblower”³ under the Corporations Act regime if the individual is, or has been:

- a) an officer of the Group;
- b) an employee of the Group;
- c) an individual who supplies services or goods to the Group or an employee of a person who supplies goods or services to the Group (whether paid or unpaid);
- d) an individual who is an associate of the Group;
- e) a relative, dependent or spouse of any individual referred to in (a) to (d) above.

To qualify for protection under the Corporations Act regime, the disclosure must be made to:

- a) a Whistleblower Protection Officer of the Group;
- b) an officer or senior manager of the Group;
- c) the Group’s external auditor (or a member of that audit team)⁴;
- d) an actuary of the Group;
- e) ASIC or APRA;
- f) 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.

A discloser will also qualify for protection under the Corporations Act if they have made an ‘emergency disclosure’ or a ‘public interest disclosure’.⁵

There is no requirement for a discloser to identify himself or herself in order for a disclosure to qualify for protection under the Corporations Act regime.

If the above conditions are satisfied, the Corporations Act provides the following protections:

- the discloser is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the person on the basis of the disclosure;
- where the disclosure qualifies for protection by reason of;
 - being made to ASIC, APRA or the AFP⁶; or
 - is a public interest disclosure or emergency disclosure⁷,then the information disclosed will not be admissible in evidence against the discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information⁸.

¹ See *Corporations Act* section 1317AA(5)(c).

² See *Corporations Act* section 1317AADA(1).

³ See *Corporations Act* section 1317AAA.

⁴ Information on CPA Australia’s external auditor can be found in its annual report.

⁵ See *Corporations Act* section 1317AAD.

⁶ See *Corporations Act* section 1317AA(1).

⁷ See *Corporations Act* section 1317AAD.

⁸ This does not preclude a discloser from being subject to any civil, criminal or administrative liability for conduct of the person that is revealed by the disclosure.

- 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.
- 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;
- a whistleblower's identity cannot be disclosed to a court or tribunal except where considered necessary;
- 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.

The Corporations Act also gives a person the right to seek compensation and other remedies through the courts for:

- a) loss, damage or injury resulting from detrimental conduct or otherwise because of a disclosure; or
- b) CPA Australia failing to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Appendix B: Taxation Administration Act protections

The Taxation Administration Act extends protections to whistleblowers where:

- the discloser has reasonable grounds to suspect the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Group or an associate of the Group; and
- the discloser considers the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the Group or an associate of the Group.⁹

An individual is an “eligible whistleblower”¹⁰ under the Taxation Administration Act regime if the individual is, or has been:

- a) an officer of the Group;
- b) an employee of the Group;
- c) an individual who supplies services or goods to the Group or an employee of a person who supplies goods or services to the Group (whether paid or unpaid);
- d) an individual who is an associate of the Group;
- e) a relative, dependent or spouse of any individual referred to in (a) to (d) above.

To qualify for protection under the Taxation Administration Act regime, the disclosure must be made to:

- a) a Whistleblower Protection Officer of the Group;
- b) the Commissioner of Taxation*;
- c) an officer or senior manager of the Group;
- d) the Group’s external auditor (or a member of that audit team)¹¹;
- e) a registered tax agent or BAS agent who provides tax or BAS services to a Group company; or
- f) 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.

*If the report is made to the Commissioner of Taxation, the discloser must consider that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Group or an associate of the Group. There is no requirement for a discloser to identify himself or herself in order for a disclosure to qualify for protection under the Taxation Administration Act regime.

If the above conditions are satisfied, the Taxation Administration Act provides the following protections:

- the discloser is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the person on the basis of the disclosure;
- where the disclosure qualifies for protection by reason of being made to the Commissioner of Taxation, then the information disclosed will not be admissible in evidence against the discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information¹².
- 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;
- a whistleblower’s identity cannot be disclosed to a court or tribunal except where considered necessary;
- 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.

⁹ See *Taxation Administration Act* section 14ZZT(2)(c)-(d).

¹⁰ See *Taxation Administration Act* section 14ZZU.

¹¹ Information on CPA Australia’s external auditor can be found in its annual report.

¹² This does not preclude a discloser from being subject to any civil, criminal or administrative liability for conduct of the person that is revealed by the disclosure.

Appendix C: Whistleblower protection flowchart

WHISTLEBLOWER PROTECTION

AN INDIVIDUAL MAY BE PROTECTED UNDER AUSTRALIAN LAW IF:

1. An individual meets the definition of a Whistleblower. See section 2 of this Policy.

Is, or has previously been:



2. There is serious wrongdoing by CPA Australia / Personnel of 'Reportable Conduct'. See section 4 of this Policy.



3. The Whistleblower reports the Reportable Conduct to (see section 5 of this Policy):

