



# Whistleblower policy

OneVue Holdings Limited  
December 2017

*Strength in numbers*

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## 1. Definitions

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Specific terms and abbreviations have the following meaning:

<b>ASIC</b>	means the Australian Securities and Investments Commission
<b>APRA</b>	means the Australian Prudential Regulation Authority
<b>ATO</b>	means the Australian Taxation Office
<b>Auditor</b>	means an auditor of OneVue or any of its subsidiary companies
<b>Actuary</b>	means an actuary appointed to a superannuation entity
<b>OneVue or Company</b>	OneVue Holdings Limited and its subsidiary companies
<b>Director</b>	A Director of OneVue or any of its subsidiary companies
<b>Contractor</b>	a person (individual or entity) that has contracted to supply goods or services to OneVue, other than under a contract of employment and includes: <ul style="list-style-type: none"> <li>■ a custodian or investment manager of a superannuation entity; and</li> <li>■ any employee of a Contractor, as defined in this Policy.</li> </ul>
<b>Corporations Act</b>	means the Corporations Act 2001, as amended from time to time.
<b>Employee(s) or staff</b>	Executives, management and other personnel engaged by OneVue on a contract of employment or a salaried basis.
<b>Improper Conduct</b>	means the conduct described in Section 3 of this Policy.
<b>Officer</b>	has the same meaning as in the Corporations Act, and includes (but is not limited to) a person who is a Director, Secretary or senior manager of OneVue or any of its subsidiary companies.
<b>SIS Act</b>	means the Superannuation Industry (Supervision) Act 1993, as amended from time to time.

## 2. Introduction

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This Policy applies to all Directors, contractors and staff of OneVue. The use of the term "Staff" throughout the Policy applies equally to Management and Employees.

OneVue has a strong commitment to ensuring that all its business activities are carried out in a way that is both ethical and compliant. With this in mind, and as part of OneVue's culture of openness, integrity and accountability, Directors, contractors and staff are encouraged to report any Improper Conduct they encounter.

This policy outlines:

- the process for reporting Improper Conduct
- how OneVue will respond to reports of Improper Conduct;
- guidance for persons receiving a report of Improper Conduct; and
- the ways in which OneVue will protect those who report Improper Conduct.

**Table A** provides a summary of the types of reports of Improper Conduct that are protected disclosures under the Corporations Act and the SIS Act.

OneVue is committed to protecting and supporting the dignity, wellbeing, career and good name of anyone who reports improper conduct in good faith.

## 3. Improper Conduct

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For the purpose of this policy, 'Improper Conduct' is defined as the conduct of:

- OneVue; or
- an officer, employee or Contractor of OneVue,

which, in the view of the person reporting the conduct in good faith is:

- dishonest or unethical
- fraudulent
- bribery
- corrupt
- illegal
- bullying or harassing
- involves a misuse of sensitive or confidential information
- involves misconduct or an improper state of affairs or circumstances, in relation to a superannuation entity of which a OneVue subsidiary is the trustee, or in relation to the trustee
- is a danger to health, safety or the environment
- any activity, which may cause a loss to OneVue or may damage OneVue's interests or reputation
- directly or indirectly causing, or threatening to cause, disadvantage to a person or any third person as a result of the first person making a report of Improper Conduct
- an attempt to conceal any of these.

## 4. How to report Improper Conduct

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Depending on the nature of the Improper Conduct, there are a number of different persons to whom Improper Conduct may be reported (see below).

A report of Improper Conduct may be made verbally (in person or by telephone) or in writing (including by email).

Staff are encouraged to first discuss their concern with either their senior manager, the Head of HR and Group Procurement, EGM group Risk and Compliance, or the Managing Director, as appropriate.

If the staff member is not satisfied that their concern will be properly dealt with by management they can raise it in confidence with:

- the Chairperson of the Company Board; or
- the Chair of the Company's Board Audit, Risk Management and Compliance Committee.

OneVue will treat all reports of Improper Conduct as confidential. See Section 5 below for further detail.

Certain reports of Improper Conduct may qualify as a protected disclosure under the Corporations Act or SIS Act. **See Table A and section 5 below.** In those circumstances, the person making the report will need to disclose their name before making the report.

If an anonymous report is made, this may limit the proper investigation of the matter or OneVue's ability to provide a response to the person making the report. OneVue will treat an anonymous report as confidential, however an anonymous report does **not** qualify for protection under the Corporations Act or SIS Act.

If the Improper Conduct concerns a contravention or suspected contravention of the Corporations Act, it may be reported to:

- A director, secretary or senior manager of the Company

- The Company's auditor or a member of an audit team conducting an audit of the Company
- ASIC
- A member of the Australian Federal Police.

If the Improper Conduct concerns misconduct or an improper state of affairs or circumstances, in relation to a superannuation entity of which a OneVue subsidiary is the trustee, or in relation to the trustee, it may be reported to:

- APRA (for APRA-regulated superannuation entities)
- ATO (the regulator of self-managed superannuation entities)
- the actuary or auditor of the superannuation entity;
- an individual who is a trustee of the superannuation entity; or
- a director of the body corporate that is the trustee of the superannuation entity.

## 5. How OneVue will respond to an Improper Conduct Report

### Confidentiality

OneVue will treat all reports of Improper Conduct as confidential, and will not disclose, except with the consent of the person making the report, or where otherwise permitted or required by law:

- the information disclosed in the report
- the identity of the person making the report or information which may lead to their identity.

OneVue may request (but cannot require) the person making the report to consent in writing to disclosure to a limited number of people to do any of the following:

- enable a proper investigation to be made
- enable OneVue to keep the person making the report informed of the progress or outcome of the investigation of the Improper Conduct
- enable OneVue to seek appropriate professional advice in relation to the subject matter of the report
- enable appropriate remedial action to be taken in relation to the subject matter of the report.

A consent form is included at **Appendix 1**.

**Important to note:** The person making the report is entitled to decline to give their consent to disclosure. However, this may limit the action which OneVue is able to take to investigate or address the Improper Conduct. This is because no internal investigation of the matter may occur if it is possible the identity of the person making the report could be identified. If action were taken, without consent, a criminal offence may be committed.

The Corporations Act authorises disclosure (i.e. consent is not required) of the above information where the report is a protected disclosure under the Corporations Act (see Table A), and the disclosure is made to ASIC, APRA or a member of the Australian Federal Police.

The SIS Act authorises disclosure (i.e. consent is not required) of the above information where the report is a protected disclosure under the SIS Act (see Table A), and the disclosure is made to APRA or a member of the Australian Federal Police.

### Investigating procedure

Investigations of Improper Conduct will be conducted independently and in a manner that is confidential, fair and objective. The investigation processes will vary depending on the nature of the conduct and the amount of information provided.

For a report to be investigated it must contain sufficient information to form a reasonable basis for investigation. Persons making a report of Improper Conduct are encouraged to provide as much information as possible so that the matter can be fully investigated.

The person who makes a report of Improper Conduct will be kept informed of the progress of the investigations as appropriate and, if appropriate, of the final outcome.

If the Improper Conduct which is the subject of the report may amount to the commission of a criminal offence, OneVue will take steps to refer the matter to the appropriate authorities.

If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the person making the report is not satisfied with the outcome, OneVue may seek further appropriate independent professional advice.

## Protection for persons making a report in good faith

A person who reports Improper Conduct in good faith will not be disadvantaged by OneVue as a result of having made the report. Being disadvantaged includes any of:

- Dismissal, suspension, demotion or loss of opportunity of employment
- Physical, mental or emotional harm
- Termination or suspension of contract
- Financial detriment
- Any form of harassment
- Discrimination
- a direct or indirect, express or implied, conditional or unconditional, threat of such action against the person making the report or any third person

Where a person who has made a report of Improper Conduct considers that they or any third person has suffered disadvantage as a result of the person making a report, that matter may also be reported as Improper Conduct.

The Corporations Act and the SIS Act provide additional protections in relation to a disclosure of certain conduct made in particular circumstances (referred to as protected disclosures).

**Refer to Table A for a summary of the requirements relating to protected disclosures.**

OneVue is committed to compliance with these protected disclosure provisions.

## 6. False reports of Improper Conduct

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OneVue takes the deliberate or malicious false disclosure of Improper Conduct very seriously. Any employee found to have made a deliberate or malicious false disclosure will be subject to disciplinary action, which may include termination of employment. In some circumstances, making a false or malicious disclosure may amount to a criminal offence.

## 7. Guidance for persons receiving a report of Improper Conduct

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If you receive a report of Improper Conduct, it is prudent to first request the consent of the person making the report, **before you disclose to anyone else:**

- the information disclosed in the report, or
- the person's identity or information which would lead to the identification of the person making the report.

The person making the report is entitled to decline to give their consent.

If the report is a protected disclosure under either the Corporations Act or the SIS Act (**see Table A**), it is a criminal offence to disclose the above information without consent except in the limited circumstances where disclosure is authorised under that legislation:

- The Corporations Act authorises disclosure (i.e. consent is not required) of the above information where the report is a protected disclosure under the Corporations Act (see Table A), and the disclosure of the information is made to ASIC, APRA or a member of the Australian Federal Police.
- The SIS Act authorises disclosure (i.e. consent is not required) of the above information where the report is a protected disclosure under the SIS Act (see Table A), and the disclosure of the information is made to APRA or a member of the Australian Federal Police.

## 8. Breach of this Policy

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Deliberate breach of this Policy will be taken very seriously and may result in disciplinary action, up to and including the termination of employment.

## 9. Review and publication

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- This Policy will be reviewed regularly, having regard to the changing circumstances of the Company.
- All new management or other relevant Staff members will be provided with a copy of this Policy as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate officers and staff members by the Secretary.
- The current Policy can also be accessed on the OneVue Holdings Limited website [www.onevue.com.au](http://www.onevue.com.au)

**Table A – OneVue Holdings Limited Whistleblower Policy**

Disclosures which qualify as protected disclosures under the Corporations Act 2001		
Question	Legislative reference	Requirement
Who can make a protected disclosure?	S 1317AA Corps Act	<p>A person who is:</p> <ul style="list-style-type: none"> <li>■ an officer of a company; or</li> <li>■ an employee of a company; or</li> <li>■ a person who has a contract for the supply of services or goods to a company; or</li> <li>■ an employee of a person who has a contract for the supply of services or goods to a company</li> </ul>
What does the person making the disclosure need to do?	S 1317AA Corps Act	<p>The person making the disclosure (the discloser) must:</p> <ul style="list-style-type: none"> <li>■ inform the person to whom the disclosure is made of the discloser’s name before making the disclosure; and</li> <li>■ have reasonable grounds to suspect that the information indicates that:                             <ul style="list-style-type: none"> <li>– the company has, or may have, contravened a provision of the Corporations legislation; or</li> <li>– an officer or employee of the company has, or may have, contravened a provision of the Corporations legislation; and</li> </ul> </li> <li>■ make the disclosure in good faith.</li> </ul>
Who must the disclosure be made to?	S 1317AA Corps Act	<p>In order to be a protected disclosure, the disclosure must be made to either:</p> <ul style="list-style-type: none"> <li>■ ASIC; or</li> <li>■ the company’s auditor or a member of an audit team conducting an audit of the company; or</li> <li>■ a director, secretary or senior manager of the company; or</li> <li>■ a person authorised by the company to receive disclosures of that kind.</li> </ul>
What qualifies as a protected disclosure?	S 1317AA Corps Act	<p>Information (disclosed in accordance with the above) that:</p> <ul style="list-style-type: none"> <li>■ the company has, or may have, contravened a provision of the Corporations legislation; or</li> <li>■ an officer or employee of the company has, or may have, contravened a provision of the Corporations legislation</li> </ul>
What protection does the Corporations Act provide to the person making the disclosure?	S 1317AB and S 1317AC Corps Act	<p>If a person makes a disclosure that qualifies for protection under the Act:</p> <ul style="list-style-type: none"> <li>■ the person is not subject to any civil or criminal liability for making the disclosure; and</li> <li>■ 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.</li> <li>■ A contract to which the person is a party may not be terminated on the basis that the disclosure constitutes a breach of contract.</li> </ul> <p><b>IMPORTANT NOTE:</b> This does not mean that the person is not subject to any civil or criminal liability for their conduct that is revealed by the disclosure. Qualified privilege applies.</p>

		<ul style="list-style-type: none"> <li>■ If the person making the disclosure is employed under a contract of employment and their employer purports to terminate the contract of employment on the basis of the disclosure, the court may order that they be reinstated in that position or a position at a comparable level.</li> <li>■ It is a criminal offence to:             <ul style="list-style-type: none"> <li>– Engage in conduct with intent to cause detriment to a person because that person or another person made a disclosure that qualifies for protection under the Act and the person actually suffers detriment.</li> <li>– Threaten to cause any detriment to another person because that person (or another person) makes, or may make, a disclosure that qualifies for protection under the Act. A threat may be express or implied, or conditional or unconditional.</li> </ul> </li> </ul> <p>(Note: If it is a company that causes or threatens to cause detriment, an officer or employee of the company that is involved in that offence also commits an offence. It is not necessary for the prosecution to prove that the person threatened actually feared that the threat would be carried out. It is sufficient if the person making the threat intended the person to fear, or was reckless as to whether the person would fear, that the threat would be carried out).</p> <ul style="list-style-type: none"> <li>■ It is a criminal offence for the company, a director, secretary or senior manager of the company; an officer or employee of the company; the company’s auditor or a member of the audit team conducting an audit of the company; a person authorised by the company to receive such disclosures; or a person who has received a disclosure knowing that the disclosed information was disclosed to them unlawfully or in breach of confidence, to disclose:             <ul style="list-style-type: none"> <li>– the information that qualifies as a protected disclosure; or</li> <li>– the identity of the discloser or information that is likely to lead to the identification of the discloser,</li> </ul> </li> </ul> <p><b>EXCEPT</b> if that disclosure is made to ASIC, APRA or a member of the Australian Federal Police or is made to someone else with the consent of the discloser.</p>
<p>To whom can a person receiving a protected disclosure disclose the protected information?</p>	<p>S 1317AE(2) Corps Act</p>	<p>A person to whom a protected disclosure is made, can disclose:</p> <ul style="list-style-type: none"> <li>■ the information that qualifies as a protected disclosure; or</li> <li>■ the identity of the discloser or information that is likely to lead to the identification of the discloser,</li> </ul> <p>to:</p> <ul style="list-style-type: none"> <li>■ ASIC; or</li> <li>■ APRA; or</li> <li>■ a member of the Australian Federal Police; or</li> <li>■ someone else <b>with the consent of the discloser</b>.</li> </ul> <p>To be clear, consent is <b>not</b> required if the disclosure is made to ASIC, APRA, or the AFP but consent <b>is required</b> to disclose to anyone else.</p>
<p>Compensation</p>	<p>S 1317AD Corps Act</p>	<p>A person who contravenes s 1317AC (by causing or threatening to cause detriment to another person) is liable to compensate the other person for the damage.</p>

Disclosures which qualify as protected disclosures under the SIS Act		
Question	Legislative reference	Requirement
Who can make a protected disclosure?	S 336A SIS Act	<p>A person who is, in relation to a superannuation entity, any of the following:</p> <ol style="list-style-type: none"> <li>a trustee of the superannuation entity;</li> <li>an officer of the body corporate that is a trustee, custodian or investment manager of the superannuation entity;</li> <li>an employee of (a) or (b);</li> <li>a person who has a contract for the supply of services or goods to (a) or (b).</li> </ol>
What does the person making the disclosure need to do?	S 336A SIS Act	<p>The person making the disclosure (the discloser) must:</p> <ul style="list-style-type: none"> <li>inform the person to whom the disclosure is made of their name before making the disclosure; and</li> <li>make the disclosure in good faith</li> </ul>
Who must the disclosure be made to?	S 336A SIS Act	<p>In order to be a protected disclosure, the disclosure must be made to either:</p> <ul style="list-style-type: none"> <li>the Regulator (i.e. APRA for an APRA-regulated super fund or the ATO for an SMSF)</li> <li>the actuary or auditor of the superannuation entity</li> <li>an individual who is a trustee of the superannuation entity</li> <li>A director of a body corporate that is a trustee of the superannuation entity</li> <li>A person authorised by the trustee of the superannuation entity to receive disclosures of that kind.</li> </ul>
What qualifies as a protected disclosure?	S 336A SIS Act	<p>Information disclosed in accordance with the above, that is both:</p> <ul style="list-style-type: none"> <li>Information that concerns misconduct, or an improper state of affairs or circumstances in relation to the superannuation entity or a trustee of the entity; AND</li> <li>The discloser considers that the information may assist a person who is one of those to whom the disclosure is required to be made, to perform the person's functions in relation to the superannuation entity or trustee.</li> </ul>
What protection does the SIS Act provide to the person making the disclosure?	S 336B SIS Act	<p>If a person makes a disclosure that qualifies for protection under the Act:</p> <ul style="list-style-type: none"> <li>The person is not liable to any civil or criminal liability for making the disclosure. Qualified privilege applies;</li> <li>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</li> <li>A contract to which the person is a party must not be terminated on the basis that the disclosure constitutes a breach of contract.</li> <li>If a court is satisfied that an employer purports to terminate a contract of employment on the basis of a disclosure by an employee, the court may order that the employee be reinstated in that position or a comparable position.</li> </ul>

		<ul style="list-style-type: none"> <li>■ The information disclosed is not admissible in evidence against the person in criminal proceedings or in proceedings for imposition of a penalty, other than proceedings in respect of the falsity of the information.</li> <li>■ It is a criminal offence to:             <ul style="list-style-type: none"> <li>– Engage in conduct with intent to cause detriment to a person because that person or another person made a disclosure that qualifies for protection under the Act and the person actually suffers detriment.</li> <li>– Threaten to cause any detriment to another person because that person (or another person) makes, or may make, a disclosure that qualifies for protection under the Act. A threat may be express or implied, or conditional or unconditional.</li> </ul> <p>It is sufficient if the person making the threat intended the person to fear, or was reckless as to whether the person would fear, that the threat would be carried out.</p> </li> <li>■ It is a criminal offence for the auditor of a superannuation entity or a member of the audit team conducting an audit of the superannuation entity; an individual who is a trustee of the superannuation entity; a director, officer or employee of the body corporate that is the trustee, custodian or investment manager of the superannuation entity; a person authorised by the trustee of the superannuation entity to receive such disclosures; or a person who has received a disclosure knowing that the disclosed information was disclosed to them unlawfully or in breach of confidence, to disclose:             <ul style="list-style-type: none"> <li>– the information that qualifies as a protected disclosure; or</li> <li>– the identity of the discloser or information that is likely to lead to the identification of the discloser,</li> </ul> <p><b>EXCEPT</b> if that disclosure is made to APRA or a member of the Australian Federal Police or is made to someone else with the consent of the discloser.</p> </li> </ul>
<p>To whom can a person receiving a protected disclosure disclose the protected information?</p>	<p>S 336C SIS Act</p>	<p>A person to whom a protected disclosure is made, can disclose:</p> <ul style="list-style-type: none"> <li>■ the information that qualifies as a protected disclosure; or</li> <li>■ the identity of the discloser or information that is likely to lead to the identification of the discloser,</li> </ul> <p>to:</p> <ul style="list-style-type: none"> <li>■ APRA; or</li> <li>■ A member of the Australian Federal Police; or</li> <li>■ Someone else <b>with the consent of the discloser</b>.</li> </ul> <p>To be clear, consent is <b>not</b> required if the disclosure is made to APRA, or the AFP but consent <b>is required</b> to disclose to anyone else.</p>
<p>Compensation</p>	<p>S 336D SIS Act</p>	<p>A person who contravenes s 336 C (by causing or threatening to cause detriment to another person) is liable to compensate the other person for the damage.</p>

## Appendix 1: OneVue Holdings Limited Whistleblower Policy

Consent to disclosure of confidential information

By signing this form, I:

.....

[Insert full name of person making the disclosure]

voluntarily consent to:

.....

[insert name of person who has received the disclosure]

disclosing the following information to any or all of the nominated persons I have selected below for the purposes of investigating and/or taking any remedial action whatsoever and/or keeping me informed regarding the information I have disclosed:

### Information which can be disclosed (select by marking the box):

- The facts and circumstances I have disclosed pursuant to the OneVue Holdings Limited Whistleblower Policy;
- My identity.

### The nominated persons I have selected to whom the information can be disclosed, and who may disclose the information to each other are the persons who hold these position(s):

- The Managing Director of OneVue Holdings Limited
- The Chief Financial Officer of OneVue Holdings Limited
- The Executive General Manager Risk and Compliance of OneVue Holdings Limited
- The Head of Human Resources and Group Procurement, OneVue Holdings Limited
- The Chairperson of the Board of OneVue Holdings Limited
- The Chair of the Audit Risk Management and Compliance Committee of OneVue Holdings Limited
- The Chairperson of the Board of Diversa Trustees Limited
- The Chair of the Audit Risk and Compliance Committee of Diversa Trustees Limited
- The Chairperson of the Board of  [insert name of OneVue subsidiary company]
- A director of  [insert name of OneVue subsidiary company]
- The auditor of OneVue Holdings Limited
- The auditor of Diversa Trustees Limited
- The auditor of  [insert name of OneVue subsidiary company]
- The auditor of  [insert name of relevant superannuation entity if the disclosure concerns that entity]

The actuary of  [insert name of relevant superannuation entity if the disclosure concerns that entity]

OTHER:  [Insert position description or name of person]. If more than one, list them here:

## Declaration

I understand that:

- I cannot be required to give my consent to disclosure
- The investigation of the facts and circumstances I have disclosed may be limited according to the consent to disclosure I have given
- I may be asked on more than one occasion to provide consent to disclosure to other persons, as circumstances may require

I declare that I have signed this consent to disclosure in the presence of the witness, entirely voluntarily and without any threat or undue influence exerted over me, or inducement held out to me, by anyone.

Signature

Name of witness

Signature of witness

Date

 /  /



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*Strength in numbers*