



RIVWEST FINANCE
LIMITED

Whistle-blower Policy

Rivwest Finance Limited

ABN 85 073 358 666

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1. Purpose

This policy aims to provide the company's officers, business partners and employees with a set of instructions to safely speak up on matters that are of concern and know what will happen if you express your concerns.

A robust Whistle-blower policy is essential to good risk management and corporate governance. It helps to help uncover misconduct that may not otherwise be detected. Often, such wrongdoing only comes to light because of individuals (acting alone or together) who are prepared to disclose it, sometimes at great personal and financial risk.

Whistle-blower policies help:

- (a) Provide better protections for individuals who disclose wrongdoing (disclosers);
- (b) Improve the whistleblowing culture of entities and increase transparency in how entities handle disclosures of wrongdoing;
- (c) Encourage more disclosures of wrongdoing; and
- (d) Deter wrongdoing, promote better compliance with the law and promote a more ethical culture, by increasing awareness that there is a higher likelihood that wrongdoing will be reported.

If wrongdoing is occurring at Rivwest Finance, we wish to identify and address this as early as possible.

2. Some words explained

In this document:

Board means our Board of Directors.

We, us and **ours** refers to the Rivwest Finance Limited.

3. How we administer this document

The Board is ultimately responsible for this document.

This document was adopted by the Board on the date specified in the table below.

Any changes to this document must be approved by the Board.

The Compliance Officer is responsible for day to day administration of this document.

The table below is a record of changes made to this document. The table will be updated when changes are made. Each updated version of this document will replace the earlier version.

DOCUMENT VERSION CONTROL TABLE			
Version	Description of change	Date approved by Board	Effective date
1	Original version	1 st January 2020	1 st January 2020

4. Review and audit

We review this document every year. After the review, if we think that changes should be made to the document, we will amend it.

We can also review and amend the policy at other times – for example, in response to audits or comments from ASIC.

5. Different types of Disclosers

An eligible whistle-blower is an individual who is, or has been, any of the following in relation to the entity:

- (a) An officer or employee (e.g. 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 the entity (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- (c) An associate of the entity; or
- (d) A relative, dependant or spouse of an individual in RG 270.43(a) – RG 270.43(c) (e.g. relatives, dependants or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).

6. Criteria for a discloser to qualify for protection under the Corporations Act

ASIC states that you can access the legal rights and protections for whistle-blowers in the Corporations Act if you meet the definition of an ‘eligible whistle-blower’.

These criteria seek to include most people with a connection to a company or organisation who may be in a position to observe or be affected by misconduct and may face reprisals for reporting it. These people can access the rights and protections in the law from when they report misconduct. The protections also extend to the spouses and relatives of these people.

Whistle-blowers can provide their name and contact details when they report. They can also report anonymously.

The criteria ASIC prescribes is set out in Table One. There is no formal registration process for whistle-blowers; the protections apply to anyone who meets the criteria in Table 1.

Criteria	The law requires
Your role	<p>You must be a current or former:</p> <ul style="list-style-type: none"> • employee of the company or organisation your disclosure is about, or a related company or organisation • officer (usually that means a director or company secretary) of the company or organisation your disclosure is about, or a related company or organisation • contractor, or an employee of a contractor, who has supplied goods or services to the company or organisation your disclosure is about, or a related company or organisation. This can be either paid or unpaid, and can include volunteers • associate of the company or organisation, usually a person with whom the company or organisation acts in concert • trustee, custodian or investment manager of a superannuation entity, or an officer, employee, or a goods or service provider to a trustee, custodian, investment manager, or

Criteria	The law requires
	<ul style="list-style-type: none"> • spouse, relative or dependant of one of the people referred to above. <p>While you must hold or have held one of these roles to access the protections, you do not have to identify yourself or your role, and you can raise your concerns anonymously.</p>
Company or organisation your disclosure is about	<p>The organisation your disclosure is about must be:</p> <ul style="list-style-type: none"> • a company • a bank • a provider of general insurance or life insurance • a superannuation entity or a superannuation trustee, or • an incorporated association or other body corporate that is a trading or financial corporation. This includes not-for-profit organisations that trade in goods or services, lend or borrow money, or provide other financial services, and their trading or financial activities make up a sufficiently significant proportion of their overall activities. Not all not-for-profit organisations are subject to the whistle-blower protections.
Who you make the disclosure to	<p>You must make your disclosure to:</p> <ul style="list-style-type: none"> • a director, company secretary, company officer, or senior manager of the company or organisation, or a related company or organisation • an auditor, or a member of the audit team, of the company or organisation, or a related company or organisation • an actuary of the company or organisation, or a related company or organisation • a person authorised by the company or organisation to receive whistle-blower disclosures • ASIC or the Australian Prudential Regulation Authority (APRA), or • your lawyer. <p>While you must make your disclosure to one of these people or organisations, you can raise your concerns anonymously.</p>
Subject of your disclosure	<p>You must have reasonable grounds to suspect that the information you are disclosing about the company or organisation concerns:</p> <ul style="list-style-type: none"> • misconduct, or • an improper state of affairs or circumstances. <p>This information can be about the company or organisation, or an officer or employee of the company or organisation, engaging in conduct that:</p> <ul style="list-style-type: none"> • breaches the Corporations Act • breaches other financial sector laws enforced by ASIC or APRA • breaches an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months, or • represents a danger to the public or the financial system. <p>'Reasonable grounds' means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.</p>

Source: ASIC website

The protections can also apply to you if you make a whistle-blower report to a journalist or a member of the Commonwealth Parliament or a state or territory parliament (parliamentarian) for matters of public interest or emergency disclosures. This is only in certain limited circumstances. If you disclose your concerns to the public in another way, whistle-blower protections do not apply. See ASIC Regulatory Guide 270 section 270.74 – 270.78 for more information on public interest or emergency disclosures.

NOTE: A discloser can still qualify for protection even if their disclosure turns out to be incorrect.

FURTHER NOTE: Protections are available for tax whistle-blowers. Please refer to the Australian Taxation Office (ATO) website for more information on protection for tax whistle-blowers.

7. The types of wrongdoing that can be reported

ASIC says that 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 an entity; or if the entity is a body corporate, a related body corporate of the entity.

In RG270, it states some examples that could be covered, as follows:

- Illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against 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.

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.

8. Matters that are not covered by the Policy

Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act. Therefore, if the matter cannot be categorised into any of the categories in 'types of wrongdoing that can be reported' then you will not qualify for protection under the Corporations Act. Matters that do not qualify are personal work related grievances which may include:

- an interpersonal conflict with another employee;
- a decision about your employment, transfer, or promotion;
- a decision about the terms and conditions of your employment; or
- A decision to suspend or terminate your employment or otherwise discipline you.

You may have rights and protections under employment or contract law (for example the Fair Work Act 2009).

If your concern falls into the 'personal work related grievances' category, you can raise these matters with the Managing Director, or seek your own independent legal advice.

9. False Reporting

Deliberate false reporting may seriously damage the reputation of the parties involved. Please consider this before making a report. Legal action may be taken against you if you make a false report. Legal action may be taken against you if you make a false report.

10. Who a disclosure should be reported to

A discloser needs to make a disclosure directly to one of our eligible recipients to be able to qualify for protection as a whistle-blower under the Corporations Act (or Taxation Administration Act, where relevant). Rivwest Finance eligible recipients are:

- Robert Elliott, Managing Director;
- Robert M Elliott, Director;
- Daniel Donebus, Director;
- Michael Graham, Director; and
- Vicki Hollis, COO
- Daniel Uden, Partner, John L Bush & Campbell Chartered Accountants

We encourage disclosers to make a disclosure to one of the above listed in the first instance (as opposed to going directly to the regulator) so that we can identify and address any wrongdoing as quickly as possible. We also aim to build confidence and trust in the policy.

If you wish to obtain further information before formally making a disclosure, you can discuss this with the Whistle-blower Protection Officer, Fiona Lee.

A discloser can also make a disclosure directly to a regulatory body, and provided it is deemed a 'disclosable matter,' they will qualify for protection under the Corporations Act without making a prior disclosure to the entity. You can access information on how ASIC handles whistle-blower reports on the ASIC website.

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistle-blower provisions in the Corporations Act are protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter').

11. How to make a disclosure

A disclosure may be made to any of the above mentioned recipients face to face, over the phone, or in writing. You may be more comfortable to select the external option. The contact details of our Auditor are as follows:

Daniel Uden, Partner
 John L Bush & Campbell Accountants
 30 Blake Street
 Wagga Wagga NSW 2650
 Ph. 02 6938 4600

12. Anonymous Disclosures

You may feel more comfortable making an anonymous disclosure. You can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised and we will endeavour to comply with your request where possible.

You have the right to refuse to answer any questions that you feel could reveal your identity at any time, including during follow up conversations.

You may wish to adopt a pseudonym or use an anonymised email address for the purpose of the disclosure.

13. Protection available for the whistle-blowers under the Corporations Act

Disclosers are entitled to protection in the following areas:

- **Identity protection** – we have an obligation to protect the identity of the Whistle-blower. This means avoiding disclosing information which is likely to lead to the identity of the discloser. The exception is if a person discloses the identity of the discloser to ASIC, APRA or a member of the AFP, a legal practitioner for the purpose of obtaining legal advice, to a person or body prescribed by regulations or with the consent of the discloser. A person can disclose the information contained in a disclosure with or without the disclosers consent if the information does not include the disclosers identity. We have to take all reasonable steps to reduce the risk that the discloser will be identified from the information provided.

NOTE: it is illegal for Rivwest Finance as an entity to identify a discloser, or disclose information that is likely to lead to the identification of the disclosure outside the above exceptions. If you feel your confidentiality has been breached, you have the right to lodge a complaint. You can lodge a complaint verbally or in writing with Robert Elliott Managing Director. You also have a right to complain to ASIC or the ATO for investigation. We will endeavour to reduce the risk of a disclosure being identified in the following ways:

 - Personal information disclosed will be redacted;
 - The disclosure will be referred to in a gender neutral context;
 - Qualified staff will handle the investigation, and
 - Documentation relating to the disclosure will be stored in a secure file with access limited to those directly involved in managing it, and will not be sent to an email address or printed that can be accessed by other staff.
- **Protection from detrimental acts or omissions** – Rivwest Finance will not engage in, or threaten (whether the threat is express or implied, conditional or unconditional) to engage in conduct that causes detriment to a discloser, or potential discloser if the belief or suspicion is the reason, or part of the reason for the conduct. Detrimental conduct, which is prohibited under Law, may include:

 - Dismissal of an employee;
 - Change in duties of an employee to their disadvantage;
 - Discrimination towards an employee;
 - Damage to a person’s property, reputation, financial position; or
 - Harassment, intimidation, harm or injury to a person (including psychological harm).

As soon as a disclosure is received, the Whistle-blower Protection Officer will commence assessing the risk of detriment against the discloser;

- Offer contacts to seek out support services such as counselling or legal services;
- Offer provisions for the discloser to work remotely on a temporary basis;
- Offer support for minimising stress, time or performance impacts such as sharing workload with other employees;
- Ensure management are aware of their responsibilities around confidentiality, isolation or harassment toward the discloser, and fairness around managing a discloser;
- Provide an avenue for a discloser to complain if they feel they have suffered detriment. A discloser can elect to complain in writing or verbally to any member of the Board, or the Whistle-blower Protection Officer, who must legally report the complaint to the Board;
- Take disciplinary action toward any person who is causing detriment to the discloser, if the detriment is already occurring.

Actions that are not detrimental conduct are:

- Administrative action to protect a discloser from detriment;
- Managing a disclosers unsatisfactory work performance, if the action is in line with the entity’s performance management framework.
- **Compensation and other remedies** – A discloser is entitled to seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure, and if we fail to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. Disclosers are encouraged to seek independent legal advice.
- **Civil, criminal and administrative liability protection** – a disclosure is protected from civil, criminal and administrative liability in relation to their disclosure. This could include legal action for breach of employment contract, duty of confidentiality, attempted prosecution for unlawfully releasing information, or disciplinary action for making the disclosure.

Protections apply not only to internal disclosures, but also disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

14. Handling and investigating a disclosure

This section includes information on how we will handle and investigate a disclosure. We aim to observe the following key points:

- We determine whether the location and time are appropriate for the discloser to make their disclosure comfortably and to ensure the discloser is protected, and will make ourselves available for discussions outside business hours if preferred.
- We listen to the disclosure and focus on the substance, rather than whether there is a motive.
- We aim to commence an investigation into the disclosure within five business days of hearing the disclosure (this may vary depending on the nature of the disclosure).
- We observe the strict confidentiality protocols prescribed in the ‘identity protection’ section of this policy.

We note that there may be limitations to the investigation process if a disclosure is being made anonymously.

If it is determined that an investigation needs to occur, we will be required to find out the following details:

- The nature and scope of the investigation;
- The person(s) within and/or outside the entity that should lead the investigation;
- The nature of any technical, financial or legal advice that may be required to support the investigation; and
- The timeframe for the investigation.

We take disclosures extremely seriously. We aim to keep the discloser informed throughout the process, during the various stages of the investigation.

A full report of the findings of the investigation will be compiled and reported to the Board.

The findings of the investigation may be shared with the disclosure, but there may also be circumstances where it is not appropriate to do so.

15. Review

If the discloser is not satisfied with the outcome of the investigation, we are obliged to review the process. Provided that we conclude that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation, we are not obliged to reopen the investigation. A discloser may lodge a complaint with a regulator, such as ASIC, APRA or the ATO, if they are not satisfied with the outcome of the entity's investigation.

The review will be conducted by an officer who was not involved in handling or investigating the disclosures.

16. Measures for ensuring fair treatment of any individuals mentioned in a disclosure

We seek to ensure fair treatment of individuals mentioned in a disclosure in the following ways:

- Disclosures will be handled confidentially where practical and appropriate in the circumstances;
- Each disclosure will be assessed and may be the subject of an investigation;
- The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- When an investigation needs to be undertaken, the process will be objective, fair and independent;
- An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and
- An employee who is the subject of a disclosure may contact support services (ie counselling).

We reserve the right to choose the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided that they inform the individual before making any adverse findings against them. If informing them at an early stage could compromise the effectiveness of the investigation, such as when there may be concerns the individual could destroy information then we may not inform them until later in the process.

17. How the policy will be made available

The policy is saved in the shared network drive.

A hard copy can be obtained by Fiona Lee. The policy will also be included in the induction pack for new starters.

A link to the policy will also be available on the Rivwest Finance website so it is accessible for disclosers outside the entity.

18. Reference Documents

ASIC Regulatory Guide 270

ASIC Website Whistle-blower Rights and Protections