

Whistleblower Policy

Adopted by the Board of Spur Afrika Australia Ltd on April 22nd 2020

1. Purpose of this policy

The purpose of this policy is to encourage reporting of wrongdoing that is of legitimate concern and to provide a safe reporting mechanism and protection for individuals who make a disclosure about serious wrongdoing (a “whistleblower”).

Many whistleblowers report that, even when they have been successful in exposing wrongdoing, they pay a high personal price in terms of stress, exclusion and damage to their career or relationship to Spur Afrika Australia and Spur Afrika Kenya (“the organisation”) about which they complain. This policy is designed to protect whistleblowers against unfair repercussions or retaliation.

2. Who does the policy apply to?

This policy applies to all activities and services provided by the organisation and applies to all board members, executives, employees, contractors, consultants, volunteers, clients, suppliers and those who receive assistance or services from the organisation.

3. Policy statement

We are committed to the highest standards of conduct and ethical behavior throughout the organisation. We are committed to promoting a culture of honest and ethical behavior, compliance with law and good governance that aims to achieve these commitments. People who work with us in any capacity may be the first to realise that there may be something seriously wrong. However, they may not wish to speak up for fear of appearing disloyal or being victimised or subject to retaliation for reporting wrongdoing.

We encourage the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving our organisation and we provide protections and have processes in place so that whistleblowers who make a report may do so confidentially and without fear of discrimination, victimisation or reprisals.

When a person makes a disclosure of suspected wrongdoing:

- Their identity must remain confidential according to their wishes

- They will be protected from reprisals, discrimination, harassment or victimisation for making the disclosure
- An internal investigation will be conducted
- Issues identified will be resolved and/or rectified and they will be informed about the outcome
- Any retaliation for having made the disclosure will be treated as serious wrongdoing

4. Wrongdoing that can be reported

Wrongdoing that can be reported may include, but is not limited to:

- Breaches of the law
- Bribery, corruption or abuse of any position of public trust
- Dishonesty and fraud
- Conduct that endangers health and safety
- Oppressive, negligent or unjust administration
- Gross mismanagement or repeated breaches of agreed procedures
- Anything that involves financial or non-financial loss to the organisation

Matters involving a personal work-related grievance, for example being put on a performance management plan for legitimate reasons, will not constitute wrongdoing for the purposes of this policy.

5. Protection available to whistleblowers

Protection is available to whistleblowers who disclose wrongdoing where the disclosure is made on reasonable grounds and where the whistleblower believes the wrongdoing to be true.

Protection is not available where the disclosure is:

- Trivial or vexatious in nature with no substance
- Unsubstantiated allegations which are found to have been made maliciously
- Knowingly false

Disclosure of these sorts may itself constitute wrongdoing. This will be viewed seriously and may be subject to disciplinary action leading to termination of our relationship with you.

A whistleblower must provide information to assist any investigation of the wrongdoing disclosed. Making a disclosure may not protect the whistleblower from the consequences flowing from their own involvement in the wrongdoing itself.

6. Whistleblower governance and protection officer

A whistleblower governance and protection officer is a person named in appendix 1 to this policy who is responsible for receiving whistleblower disclosures of wrongdoing and taking responsibility for resolution of the wrongdoing.

Whistleblower governance and protection officers must (after reasonable preliminary enquiry):

- Provide support to the whistleblower personally or delegate an appropriate person within the organisation to do this confidentially
- Be satisfied that each disclosure of wrongdoing was appropriately enquired into and investigated
- Be satisfied that action taken in response to the investigation is appropriate to the circumstances
- Keep the whistleblower informed of the progress and outcome of any investigations
- Provide oversight of any inquiry into retaliatory action that may be taken against the whistleblower

Alternatively, if the disclosure involves allegations against an executive of the organisation and the whistleblower believes that the whistleblower governance and protection officer may not be sufficiently independent, then a report may be made to the chair of the board of directors whose details are also contained in appendix 1 to this policy.

The whistleblower governance and protection officer is also responsible for ensuring that appropriate government agencies and/or the police are notified about whistleblower events where required.

7. Investigation

The organisation will investigate all matters reported under this policy as soon as practicable. Any investigator appointed must have a reasonable degree of practical independence from the wrongdoing disclosed.

Investigations will be conducted in an objective and fair manner. If a report is submitted anonymously, the investigation will be based on the information provided and may be limited by virtue the source wishing to remain anonymous or refusing to provide additional information.

The investigator will do their best to maintain the confidentiality of the whistleblower and their identity if requested by them (see further below).

Generally, where an investigation is carried out and the investigator believes there may be a case for an individual to respond to, the investigator must ensure that the person who is the subject of a disclosure:

- Is informed of the substance of the allegations

- Is given a fair and reasonable chance to answer the allegations
- Has their response set out fairly in any report by the investigator
- Is informed about the substance of any conclusion of the investigator's report that affects them.

8. Further action after investigations

Any results of investigation or rectification of issues within the organisation in response to a disclosure must be reported back to the whistleblower by the appointed whistleblower and governance officer. If the whistleblower is dissatisfied with the response or process they must be informed that they have the right to report the wrongdoing directly to a person or entity who is eligible to receive the disclosure under the *Corporations Act 2001* and any relevant legislation in Kenya. In Australia, this could include:

- The company auditor, if any
- ASIC
- The ACNC

9. Other complaint mechanisms

This policy is in addition to:

- Grievance procedures for employees in relation to their employment, work environment, or matters relating to workplace bullying harassment or discrimination
- Standard complaint mechanisms for clients or volunteers
- Exercise of any rights under the terms of their contract by contractors and suppliers.

10. Confidentiality of identity

The organisation will not disclose a whistleblower's identity unless:

- It is necessary to further an investigation and the whistleblower consents
- The disclosure is required or authorised by law

It will be necessary to disclose the facts and substance of a report to a person who may be implicated by it in wrongdoing in order to provide them with natural justice in the course of any investigation. Although confidentiality will be maintained, the source of the reported issue may be obvious to a person who is the subject of a report.

11. Retaliation

The organisation will not tolerate any retaliatory action or threats against a whistleblower or a whistleblower's close colleagues or relatives.

A whistleblower must not be disadvantaged or victimised for having made the report by:

- Dismissal or termination of services or supply
- Demotion
- Discrimination or harassment
- Current or future bias
- Threats of any of the above.

Any such retaliation or victimisation in response to a disclosure made by a whistleblower is a criminal offence under the *Corporations Act 2001*. It will be treated as serious misconduct by the organisation and may result in dismissal of the person(s) involved and/or notification of ASIC and the police if a criminal offence is suspected.

12. Communication of this policy

The organisation has an obligation to disclose how this policy will be made available to all officers and employees of the company. The policy will be included in any HR or induction materials provided to employees of the company. Discussion of the policy will be included in staff and volunteer training events to such an extent that there is an awareness of its existence and intentions amongst our current staff and volunteers as soon as practicably possible. The policy will be publicised to contractors, consultants, clients, suppliers and beneficiaries of our services by publication on the organisation's website.

Appendix 1

Current officials for this policy

Managing Director: Rosalie Lui

Chair of the board of directors: Rosalie Lui

Whistleblower governance and protection officer: Leanne Lee