

## WHISTLEBLOWER POLICY

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### Policy Snapshot

This purpose of this Policy is to outline the procedure for managing misconduct, or an improper state of affairs or circumstances which has been reported, relating to Titles Queensland, including who can make a report, what is a disclosable matter and how those matters can be reported and how they are investigated. The Policy also confirms the protection that are provided to people who make a report and ensures fair treatment of any person mentioned in a report.

### 1. Policy objective

Titles Queensland conducts business based on the principles of fairness, honesty, openness, integrity and respect and supports and encourages eligible whistleblowers to report and disclose improper or illegal activities, and to fully investigate such reports and disclosures in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**) and *Taxation Administration Act 1953* (Cth) (**Taxation Act**).

Titles Queensland strives to address any complaints that allege acts or attempted acts of interference, reprisal, retaliation, threats, coercion or intimidation against those who report, disclose or investigate improper or illegal activities and to protect those who come forward to report such activities.

## 2. Roles and Responsibilities

This Policy applies to Titles Queensland and all Employees including contractors and other individuals who make a disclosure in accordance with this Policy.

The following roles and/or groups have specific responsibilities in the development and implementation of this Policy:

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|------------------------|--|
| <b>Employees</b>       | <ul style="list-style-type: none"><li>• To ensure that any Reportable Conduct is disclosed in accordance with this Policy.</li></ul>   |
| <b>General Counsel</b> | <ul style="list-style-type: none"><li>• Report the outcome of whistleblower investigations to the Finance and Risk Management Committee.</li></ul>   |
| <b>Executive</b>       | <ul style="list-style-type: none"><li>• To understand the protections offered to a Discloser by the whistleblower provisions of the Corporations Act as summarised in this Policy.</li><li>• Manage any Reportable Conduct that is reported to an Executive in accordance with legislative requirements and this Policy.</li></ul>   |
| <b>Board</b>           | <ul style="list-style-type: none"><li>• To understand the protections offered to a Discloser by the whistleblower provisions of the Corporations Act as summarised in this Policy.</li><li>• Manage any Reportable Conduct that is reported to a Board member in accordance with legislative requirements and this Policy.</li></ul> |

## 3. Key terms/ definitions

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|----------------------------|--|
| <b>Discloser</b>           | means an 'eligible whistleblower' as defined by section 1317AAA of the <i>Corporations Act</i> and examples are set out in section 4 of this Policy. |
| <b>Eligible Recipient</b>  | means an 'eligible recipient' as defined by section 1317AAC of the <i>Corporations Act</i> and examples are set out in section 6 of this Policy.     |
| <b>Employees</b>           | means all employees and contractors of Titles Queensland, whether on a full time, part time or casual basis.   |
| <b>Grievances Standard</b> | means the Grievances Standard (policy) as amended from time to time.   |
| <b>Policy</b>              | means this Whistleblower Policy, as amended from time to time.   |

<b>Reportable Conduct</b>	means a ‘disclosable matter’ as set out in section 1317AA(4) and (5) of the <i>Corporations Act</i> and examples are set out in section 5 of this Policy.
<b>Qualifying Disclosure</b>	means a disclosure that complies with section 1317AA of the <i>Corporations Act</i> and meets the following criteria: <ul style="list-style-type: none"> <li>(a) it relates to Titles Queensland’s operations or conduct;</li> <li>(b) it is made by a Discloser;</li> <li>(c) it is made to an Eligible Recipient;</li> <li>(d) the Discloser has reasonable grounds to suspect the information concerns Reportable Conduct in relation to Titles Queensland.</li> </ul>
<b>Titles Queensland</b>	means Queensland Titles Registry Pty Ltd ACN 648 568 101, QFF Registry No.1 Pty Ltd as trustee for the Registry Hold Trust (ACN 647 902 314), and Registry Finance Pty Ltd (ACN 645 947 226).

#### 4. Who is a Discloser?

A Discloser is a person who discloses Reportable Conduct to an Eligible Recipient and may be:

- a current or former member of the Board of Directors;
- a current or former Titles Queensland officer, employee or temporary staff member including volunteers, secondees and contracted staff;
- an individual who is or was, a service provider or supplier to Titles Queensland (whether paid or unpaid);
- an individual in the supply chain of Titles Queensland;
- an employee of current or former service providers or suppliers (whether paid or unpaid); or
- a relative, dependant or spouse of any person above.

#### 5. What is Reportable Conduct?

Reportable Conduct is any past or present misconduct or improper state of affairs or circumstances, that is related to Titles Queensland and which the Discloser has reasonable grounds to suspect has occurred or is occurring. This may include:

- the conduct of another person that could, if proved, be corrupt conduct or maladministration including offering or accepting a bribe, fraud or money laundering;
- the substantial misuse of resources, misappropriation of funds or significant financial irregularities;
- failure to comply with, or breach of, other legal or regulatory requirements;
- any modern slavery practices within Titles Queensland’s supply chains or operations, or the supply chains or operations of its suppliers;
- serious illegal conduct or other offences against laws of the Commonwealth which are punishable by imprisonment for 12 months or more;

- conduct that is a danger or represents a danger to Employees or the public; and
- engaging in or threatening to engage in a reprisal.

This Policy only deals with Reportable Conduct and should not be used for complaints relating solely to an employee's own personal circumstances or work-related grievances, for example the way they are being treated at work, a conflict between a person and another employee, or a decision about the salary or promotion of a person. If an employee has any concerns about their employment, they should refer to the Grievances Standard. However, a work-related grievance may still qualify for protection if it includes Reportable Conduct.

Section 1317AADA(2) of the *Corporations Act* provides further guidance as to the definition of a personal work-related grievance.

## 6. How to Disclose information

### Disclosing to Eligible Recipients

Disclosures of Reportable Conduct may be made to the following Eligible Recipients within Titles Queensland:

- Chief Executive Officer;
- Chief Operating & Legal Officer;
- Chief Financial Officer;
- Chief People Officer;
- Chief Information Officer;
- Head of Operations;
- General Counsel;
- Director; or
- Company Secretary

Whilst it is Titles Queensland's preference for disclosures to be made internally, nothing in this Policy is intended to restrict an individual from disclosing Reportable Conduct or providing any information to the below external bodies or to a legal practitioner to obtain legal advice or legal representation in relation to the whistle blower provisions. Disclosures of Reportable Conduct may also be made to the following Eligible Recipients outside of Titles Queensland:

- ASIC;
- Australian Federal Police (**AFP**)
- an auditor of Titles Queensland;
- Commissioner of Taxation;
- a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009* (Cth) who provides tax agent services or BAS services to Titles Queensland;
- a person authorised by Titles Queensland to receive disclosures (which is the Confidential Reporting Service (**CRS**) 'Deloitte Halo' as set out below);

### Titles Queensland Confidential Reporting Service

Titles Queensland has established the CRS to receive and manage its response to disclosures of Reportable Conduct and apply the principles set out in this Policy. The CRS is provided by an external entity to provide an anonymous, independent, and accessible whistleblower service which provides a platform for employees and other stakeholders to disclose Reportable Conduct.

The Deloitte whistleblower service known as 'Deloitte Halo' provides the CRS. The five channels available for reporting to Deloitte Halo are set out in the table below:

Method	Particulars
Phone	1800 325 016
Postal	QTR Whistleblower Service Replied Paid 12628 A'Becket Street Victoria 8006
Email	<a href="mailto:QTRwhistleblower@deloitte.com.au">QTRwhistleblower@deloitte.com.au</a>
Deloitte Halo website	<a href="http://QTRwhistleblower.deloitte.com.au">QTRwhistleblower.deloitte.com.au</a>
Facsimile	(03) 9691 8182.

The CRS is responsible for:

- reviewing disclosures made to them and to other Eligible Recipients to assess if they are disclosures of Reportable Conduct falling within the scope of this Policy;
- where allegations of Reportable Conduct are made, assessing the content of the disclosure and evaluating whether the allegations should be formally investigated;
- managing investigations including any internal and/or external resources;
- making recommendations to the Chief Executive Officer and the Board of Directors (as applicable); and
- reviewing and considering any complaints of detrimental conduct or any concerns that a disclosure of Reportable Conduct has not been dealt with in accordance with this Policy.

If a disclosure of Reportable Conduct directly or indirectly implicates an Eligible Recipient that Eligible Recipient will not be involved in the investigation process.

Titles Queensland Employees or a member of the Board of Directors may contact the CRS on a confidential basis, in person, by phone or by email to discuss their concern.

In addition, any Titles Queensland personnel or member of the Board of Directors who receives a disclosure of Reportable Conduct must promptly report that disclosure to the CRS. Anyone covered by this Policy may approach a member of the CRS before, during or after making a confidential report and seek advice or additional assistance.

All disclosures made are provided to the CRS for assessment and action, subject to confidentiality requirements.

### **Special disclosures**

Disclosure may also be made to a journalist or parliamentarian under certain circumstances, ensuring that independent legal advice has first been obtained, including:

- (a) for a 'public interest disclosure':
  - (i) where 90 days have passed since disclosure was made to ASIC, APRA, or another Commonwealth body prescribed by regulation;
  - (ii) the Discloser has reasonable grounds to believe that no action is or has been taken and that making a further disclosure is in the public interest;
  - (iii) before making that disclosure, the Discloser has given written notice to that body to which the previous disclosure was made;

- (iv) that public disclosure is made to a member of the Parliament of the Commonwealth / the State, or a journalist; and
  - (v) the information disclosed provides no more detail than necessary to inform the recipient of the misconduct or improper state of affairs or circumstances;
- (b) for an 'emergency disclosure':
- (i) where disclosure was made to ASIC, APRA, or another Commonwealth body;
  - (ii) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of person(s) or to natural environment;
  - (iii) before making that disclosure, the Discloser has given written notice to that body to which the previous disclosure was made;
  - (iv) that emergency disclosure is made to a member of the Parliament of the Commonwealth / the State, or a journalist; and
  - (v) the information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger.

## 7. Anonymous Disclosure

An individual may remain anonymous when making a disclosure of Reportable Conduct. Reports will be assessed in the same way as if the individual's identity was known. The individual may also refuse to answer questions which they believe could reveal their identity including during follow up conversations however, the individual should still maintain ongoing two-way communication so that any follow-up questions may be answered or further information sought for the purpose of investigation of the disclosure.

Titles Queensland encourages Disclosers to identify themselves when making a report because it helps Titles Queensland to protect the Discloser and greatly assists in the investigation process. There may be some practical limitations in conducting an investigation or in providing updates to the Discloser, where the Discloser's identity is not shared.

## 8. How is a disclosure investigated?

Upon receipt of disclosure under this Policy, the matter will be investigated as appropriate. Assessment by the CRS and any subsequent investigation and regular updates to the Discloser will follow an objective process and be conducted in as timely a manner as the circumstances allow. An Eligible Recipient who is not implicated directly or indirectly in the report may be assigned as the contact point for the initial assessment and any investigation.

The investigation process will vary depending on the nature of the Reportable Conduct and the amount of information provided. Where appropriate Titles Queensland will inform the Discloser of the process for an investigation and provide updates to the Discloser on that process. If a report raises complex issues and/or it is otherwise considered appropriate, the process may include the appointment of an external investigator.

Investigations are conducted independently of the person who is the subject of the alleged Reportable Conduct. Any disciplinary action arising out of an investigation into Reportable Conduct will be dealt with in accordance with Titles Queensland's relevant policies and procedures.

If there is insufficient information to warrant further investigation, the Discloser will be notified.

When an investigation is complete an investigation report will be compiled summarising the evidence and setting out investigation findings. To the extent determined by Titles Queensland to be appropriate and subject to privacy and confidentiality restrictions, the Discloser will be informed of the outcome of the investigation so far as it is relevant to them, however they will not receive a copy of Titles Queensland's report.

Any findings that relate to criminal activity may be reported by Titles Queensland to the police and/or regulators as appropriate.

## 9. Protections and support available to Disclosers

Subject to the *Corporations Act*, the following protections are available to Disclosers who make a Qualifying Disclosure:

- (a) identity protection (e.g., personal information being redacted, referring to the Discloser in a gender-neutral context, etc.);
- (b) protection from detrimental acts or omissions such as:
  - (i) termination of employment, or changes in work conditions (excluding termination related to existing misconduct not related to the disclosure);
  - (ii) injury or harm to a person or damage or loss to their property;
  - (iii) intimidation or harassment;
  - (iv) damage to reputation, business or financial position; or
  - (v) the threat of any of the above actions or of victimisation or reprisals.
- (c) seeking compensation and other remedies through courts if the Discloser suffers loss, damage or injury because of the Disclosure, or if Titles Queensland fails to take reasonable precautions and exercise due diligence to prevent detrimental conduct; and
- (d) protection from legal action against the Discloser for breach of a contract or duty of confidentiality, attempted prosecution for unlawfully releasing information (other than for making a false disclosure), and disciplinary action for making the disclosure.

If a Discloser provides their identity, Titles Queensland will not disclose it or information that is likely to lead to them being identified unless:

- it is legally obliged to disclose it (such as under subpoena);
- disclosure is required for a report to the Australian Federal Police or a regulator (such as ASIC);
- it is necessary to obtain legal advice;
- the Discloser consents; or
- as otherwise allowed or required in accordance with the law.

In the case of information likely to identify a Discloser, if it is reasonably necessary to share that information for the purposes of an investigation, all reasonable steps will be taken to reduce the risk that the individual will be identified. Titles Queensland will also ensure fair treatment of its Employees who make a Qualifying Disclosure.

If there are genuine and reasonable grounds to suspect Reportable Conduct, even if the concerns are mistaken, Titles Queensland will support and protect the Discloser and

anyone else assisting in the investigation. Titles Queensland may, at its discretion, grant a Discloser immunity from internal disciplinary proceedings which might otherwise apply as a result of that person's disclosure.

A Discloser and anyone else assisting in the investigation who is a current Titles Queensland employee or a family member can also access employee assistance (refer to Titles Queensland intranet for details of the employee assistance provider).

## 10. Policy breach

Any breach of this Policy must be reported to the Chief Executive Officer and advised to the Board as soon as possible.

Any Titles Queensland employee found to be victimising or disadvantaging someone for speaking up under this Policy may be disciplined for misconduct.

## 11. Further Information

For more information on whistleblower protections schemes and protections visit the ASIC links:

- ASIC Information Sheet 238, "Whistleblower rights and protections"  
Available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>
- Sheet 239, "How ASIC handles whistleblower reports"  
Available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

## 12. References

(6.03) Grievances Standard  
Regulatory Guide 270  
Information Sheet 238  
*Corporations Act 2001* (Cth)  
*Taxation Administration Act 1953* (Cth)  
*Tax Agent Services Act 2009* (Cth)