

Anti-Bribery and Corruption Policy

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Policy Name	Anti-Bribery and Corruption Policy		
Document Owner(s)	Group Executive - Finance, Strategy & Technology		
Owner Division	Finance, Strategy & Technology		
Approved by	Audit & Risk Committee and CA ANZ Board	Date Approved	30 06 2021
Date Effective	14 09 2023	Next Review Date	31 05 2024

Policy Statement

This policy applies to CA ANZ, its subsidiaries, affiliates and controlled entities, including the New Zealand Institute of Chartered Accountants (together, the CA ANZ Group), defining management requirements at all levels and in all jurisdictions where the CA ANZ Group operates.

This policy applies to the CA ANZ Group and all CA ANZ Group employees, contractors, agents and officers (CA ANZ Group Personnel).

Policy Purpose

This Anti-Bribery and Corruption Policy (ABC) policy sets the minimum standards of conduct expected of CA ANZ People to ensure the CA ANZ Group complies with its ABC Obligations.

Failure by any entity within the CA ANZ Group to comply with relevant ABC Obligations exposes the organisation to significant legal and regulatory action, reputational damage and financial loss (including serious criminal and civil penalties). In addition, CA ANZ People who are involved in or have facilitated Bribery and/or Corruption activities or failed to take reasonable steps to prevent and/or report those activities, could face personal criminal action, civil action and/or disciplinary action including dismissal.

Policy

1. SCOPE

This Policy applies to:

- all of our People which is defined in this policy to include all employees, contractors, contingent workers, directors, office bearers, governance committee members and anyone else who represents **CA ANZ**;
- the **CA ANZ Group**, including its branches and all subsidiaries and affiliates over which it exercises control;
- all jurisdictions where the **CA ANZ Group** operates and to all **CA ANZ** business and transactions, regardless of where it takes place in the world.

2. POLICY

Key Principles and Standards

The following key principles and standards govern the CA ANZ Group's approach to meeting its ABC Obligations:

- a) CA ANZ is committed to ensuring compliance with all applicable laws that relate to Anti-Bribery and Corruption in the jurisdiction in which it operates (see 8. Relevant Legislation).
- b) CA ANZ is committed to international best practice and does not tolerate any form of Bribery or Corruption, regardless of local customs or any different or typical business practices in countries where it has operations.
- c) CA ANZ will forego business opportunities that breach or may breach ABC Obligations or the standards in this policy.
- d) CA ANZ People are not permitted, either directly or indirectly, to give, offer, accept, promise, request or authorise a Bribe, or engage in or facilitate Corruption or corrupt practices.
- e) CA ANZ People are prohibited from making or supporting Facilitation Payments made directly or on behalf of CA ANZ.
- f) CA ANZ People may not accept sponsored travel or accommodation without the prior approval of the CEO, or in the case of the CEO, the approval of the Chair of the CA ANZ Board.
- g) CA ANZ People are prohibited from offering or receiving gifts, hospitality or entertainment where these are unreasonable, excessive (whether in frequency and/or in value), disproportionate and not offered or accepted in good faith and without the expectation of receiving a commercial advantage. CA ANZ People will not accept any gift, hospitality or entertainment that exceeds the Monetary Limit without the prior approval of their People Leader. CA ANZ People must also promptly declare any gifts, hospitality or entertainment which exceed the Monetary Limit by completing the Gift and Hospitality Declaration form ([here](#)) and providing it to the Risk and Compliance team for inclusion on CA ANZ's Gift & Hospitality Register. If there is any doubt as to the Monetary Value, CA ANZ People should seek approval from their People Leader and declare any gifts, hospitality or entertainment.

- h) CA ANZ People are prohibited from making political donations and contributions on behalf of the CA ANZ Group, including taking a table at a political event, without the prior approval of the Chair of the CA ANZ Board of Directors. CA ANZ may engage in the political process, provided it is in a manner that is open, transparent and in accordance with its role as an advocate for public good. CA ANZ People may exercise their personal right to participate in the political process by making political donations, provided that such donations are made strictly in their private capacity.
- i) CA ANZ People may only make charitable donations on behalf of the CA ANZ Group where they have received prior approval from their Group Executive or the CEO and which are within the delegation of financial authority approved by the Board. CA ANZ People must take care to ensure that charitable donations are not used to disguise corrupt payments or Bribes. CA ANZ People who wish to make charitable donations on their own behalf must make clear that they are doing so in a private capacity.
- j) The CA ANZ Group requires that Third Parties that act on its behalf do not engage in, or facilitate, any conduct that breaches ABC Obligations. When conducting business with Third Parties, CA ANZ People must perform a reasonable risk-based due diligence assessment of Third-Party ABC risk and must ensure that contracts with Third Parties are properly documented and contain appropriate clauses to manage Third Party ABC risk. Due diligence must be updated where there are changes in business relationships or other material changes. When engaging a Third Party, CA ANZ People must also comply with CA ANZ's procurement policies and have regard to the conflict-of-interest requirements contained in the CA ANZ Code of Conduct and Conflict of Interest Policy.
- k) The CA ANZ Group requires that Third Parties that act on its behalf disclose the use of subcontractors or suppliers that may pose or appear to pose ABC risk. The CA ANZ Group requires Third Parties that act on its behalf to maintain transparency of subcontractors and suppliers used to deliver products and services to CA ANZ.
- l) CA ANZ will maintain accurate records relating to its dealings with Third Parties (including due diligence records). No accounts may be kept "off the books" to facilitate or conceal improper payments.
- m) The Group Executive People & Culture is appointed as the ABC Officer and is authorised to investigate and take action where Bribery or Corruption is identified and to report matters through appropriate internal and external channels. CA ANZ People must promptly report any suspected breaches of this policy or associated issues with the ABC Officer, their people manager, People & Culture or through CA ANZ's third party anonymous whistleblowing reporting service, Whispli, which can be accessed at:
charteredaccountantsanz.whispli.com/report.
- n) The Finance and Accounts Payable team have authority to review transactions to assure compliance with the ABC Policy.

Communication, Training and Implementation

CA ANZ People will receive training on this policy as part of their induction to CA ANZ. Training sessions will also be provided when there is a material change to the policy.

The CEO and Executive Team are responsible for ensuring that the obligations that apply to CA ANZ People contained in this policy are communicated to CA ANZ People and embedded operationally across the CA ANZ Group. Members of the Executive Team are responsible for implementing any additional policies, processes or guidelines that they consider appropriate to ensure the minimum standards in this policy are met given the nature and type of transactions undertaken by their division.

CA ANZ People are responsible for understanding and complying with their obligations under this policy.

These include:

- a) attending and participating in relevant training sessions;
- b) locating and reading policy communications that are issued;
- c) promptly reporting suspected or actual incidences of Bribery, Corruption or Facilitation Payments; and
- d) co-operating and assisting with any assurance activity undertaken by the Finance and Accounts Payable team, the Risk Compliance and Assurance team or auditors, and with any investigation undertaken by the ABC Officer or their delegate.

Consequence of Breach

CA ANZ has zero tolerance for conduct in breach of this policy.

Failure to comply with the minimum standards set by this policy will be regarded as misconduct whether intentional or reckless, and may lead to disciplinary action up to and including dismissal, termination of employment or legal action. CA ANZ People must cooperate fully and openly with any investigation by CA ANZ in relation to alleged or suspected Bribery or Corruption. Failure to cooperate or to provide truthful information will be regarded as serious misconduct and may lead to disciplinary action, including dismissal or termination.

3. RESPONSIBILITIES

- **Group Executives** (or their delegate) are responsible for ensuring that Senior Leadership and Management in their division are aware of this document and their responsibilities set out herein.
- **The Document Owner(s)** (or their delegate) are responsible for the effective approval, implementation, maintenance and appropriate communication of this document, including arranging the documents posting to the document register and repository.
- **Senior Leadership/Management** (or their delegate) are responsible for ensuring that employees in their teams (directly or indirectly) are aware of this document and their responsibilities defined herein. Senior Leadership/Management also have the responsibility for:
 - ensuring their team understands the CA ANZ Document Hierarchy when developing necessary documentation;

- ensuring the responsibilities, authorities and accountabilities of their position are satisfied; and
- demonstrating compliance to the Risk, Compliance & Assurance team where required.
- **CA ANZ People are responsible for being aware of and complying with this document.**

4. DEFINITIONS

For the purposes of this document the following definitions apply.

- **Organisation** ('the organisation') means Chartered Accountants Australia and New Zealand (**CA ANZ**) ABN 50 084 642 571 having its registered office at 33 Erskine St Sydney NSW 2000.
- **Member** means a member of **CA ANZ** as defined in **CA ANZ's** By-Laws and Regulations.
- **ABC** means Anti-Bribery and Corruption.
- **ABC Obligations** means the legal and regulatory obligations that the CA ANZ Group must comply with in the countries within which it operates, with key legislation listed in Section 8 of this policy (Relevant Legislation).
- **Bribe or Bribery** involves improperly inducing, offering, promising, providing, accepting or soliciting a benefit or something of value to obtain or retain a commercial or personal advantage or to induce or reward improper conduct. This includes arrangements where the benefit or value is received indirectly, for example by being provided to a family member. Bribery occurs where a person provides or causes a benefit to be provided to another person, or makes an offer to do so and the benefit is not legitimately due to the other person and is given with the intention of influencing that person to act improperly. Bribery may involve private individuals, public officials, private and state-owned entities. Bribes can take the form of cash, cash equivalents, other benefits such as gifts, hospitality or entertainment of the provision of favours.
- **CA ANZ People** includes all employees, contractors, contingent workers, directors, office bearers, governance committee members and anyone else who represents the CA ANZ Group.
- **CA ANZ Group** is CA ANZ and its branches, subsidiaries and affiliates over which it exercises control, including the New Zealand Institute of Chartered Accountants
- **Corruption** is the abuse of entrusted power or position for private gain. This may involve the commission of an unlawful act, dishonest behaviour or acting for an improper purpose. Making or accepting a Bribe is a form of Corruption.
- **Facilitation or Facilitation Payments** are payments made to expedite or facilitate the performance by a public official of a routine governmental action, such as processing paperwork. Facilitation Payments are typically payments of low value demanded by public officials to provide services which they are required to provide in any event. They are illegal in most countries. Making a Facilitation Payment is a form of Corruption.
- **Gift & Hospitality Register** is the register maintained by the Risk and Compliance Team
- **Monetary Limit** is the limit that applies to gifts, entertainment and hospitality which do not need to be declared or recorded in the Gifts & Hospitality Register and which is set at A\$100.

- **Third Party** means any external party with whom the CA ANZ Group has, or intends, to establish a business or commercial relationship. A Third Party may include, but is not limited to:
 - Suppliers and vendors;
 - Agents, advisers, brokers or intermediaries;
 - Sponsors or alliance partners;
 - Merger or acquisition targets, joint ventures, or partnerships;
 - Any person who performs services for or on behalf of the CA ANZ Group who does not meet the definition of a CA ANZ Employee.

5. REVIEW

This policy shall be reviewed at a minimum of once every 12 months to ensure its continued currency and applicability.

Proposed amendments will be submitted to the CA ANZ Board for approval. Amendments to this policy may be approved on a retrospective basis at the discretion of the CA ANZ Board.

6. RECORDS

Records in association with this policy will be kept in accordance with the Records Management Procedure and Privacy, Data Management and Retention Policy.

7. RELATED DOCUMENTS

- CA ANZ Supplemental Royal Charter - [here](#)
- By-Laws - [here](#)
- Regulations (Australia) - [here](#)
- Regulations (New Zealand) - [here](#)
- Privacy Act 1988 (Australia) - [here](#)
- Privacy Act 2020 (New Zealand) - [here](#)
- CA ANZ Corporate Group Structure - [here](#)
- CA ANZ Document Control Procedure - [here](#)
- CA ANZ Records Management Procedure - [here](#)
- CA ANZ Privacy, Data Management and Retention Policy - [here](#)

These documents can be accessed from the following website locations:

- CA ANZ Intranet (Nova). Go to [Policies & Procedures](#) tab.
- CA ANZ public website. Go to Member Services → [Member Obligations](#).

8. RELATED LEGISLATION

Relevant legislation relating to this policy includes:

Jurisdiction	Key ABC Legislation
Australia	Commonwealth Criminal Code Act 1995 (Cth) Corporations Act 2001 Australian state legislation: Crimes Act 1900 (NSW) Crimes Act 1958 (Vic) Criminal Law Consolidation Act 1935 (SA) Criminal Code Act 1899 (QLD) Criminal Code Compilation Act 1913 (WA) Criminal Code Act 1924 (TAS) Criminal Code 2002 (ACT) Criminal Code Act 1983 (NT)
Hong Kong	Prevention of Bribery Ordinance (POBO) Companies Ordinance (CAP 622) Organised and Serious Crimes Ordinance (CAP 455)
Malaysia	Malaysia Anti-Corruption Commission Act 2009
New Zealand	Crimes Act 1961 Secret Commissions Act 1910 NZ Companies Code 1993
Singapore	Prevention of Corruption Act (CAP 241) Penal Code (CAP 224)
United Kingdom	Bribery Act 2010 Theft Act 1968 Companies Act 2006

Version history

Version	Approved By (Name, Division)	Reviewed By (Name, Division)	Change History	Effective Date
1	CA ANZ Board	Mark O'Sullivan, GM Financial Reporting & Compliance	New policy	30/6/2021
2	CA ANZ Board	Mark O'Sullivan, GM Financial Reporting & Compliance Cherie Quinn, Finance Director Eleanor Padman, Company Secretary Lee Whitney, Group Executive, Finance, Strategy & Technology	New standard policy disclosures Update 2(h) Include 2(n) Move schedule 1 contents to section 10	30/6/2022
3	CA ANZ Board	Lee Whitney, Group Executive, Finance, Strategy & Technology	Updated template to reflect current CA ANZ standard disclosures and correct minor typing errors.	14/09/2023