



Policy 2 - Compliance

1. Application

This Compliance Policy (this Policy) applies to all directors and NQBP Employees.

2. Policy

All directors and NQBP Employees have a duty to comply with the law and binding government and NQBP policies and consistent with NQBP's mission, vision and values which upholds NQBP's commitment to integrity, fairness and ethical behaviour.

NQBP's approach is strict compliance i.e. NQBP does not endorse NQBP Employees making decisions based on weighing the "cost" of non-compliance (fines, negative publicity etc.) against the cost of compliance.

The following standards, procedures and guidelines make up the Compliance Policy Framework:

Code of Conduct

NQBP's business is dependent on good relations and fair treatment of customers, NQBP Personnel and the public, with fair consideration of the operating requirements of the business.

The principles defining the work performance and ethical conduct expected of all are:

- respect for the law and the system of government;
- respect for persons internal and external to the organisation; and
- integrity.

Standard 2.01 Code of Conduct provides the principles which are expected to be upheld by NQBP Personnel in order to pursue NQBP's vision, mission and values.

Competition and Consumer Law

NQBP recognises that the corporation has significant obligations under the *Competition and Consumer Act 2010* (Cth) (**CCA**) including Schedule 2 Australian Consumer Law (**ACL**) which aims to:

- promote competition and fair trading; and
- protect consumers.

NQBP is committed to observing its obligations under the CCA and ACL regarding:

- anti-competitive conduct (restrictive trade practices);
- conscionable and fair business practices;
- communications and promotions; and
- quality and safety in relation to products and services.

Directors of NQBP and NQBP Employees must strictly comply with their obligations under the CCA and ACL in dealings on behalf of NQBP with suppliers, agents, competitors, consumers and other stakeholders.

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Procedure 2.03 provides the principles and procedures which are expected to be upheld for Directors of NQBP and NQBP Employees to comply with their obligations under this policy.

Directors and Officers Liability

NQBP will seek to avoid (to the extent permitted by law) the arising of any liability in respect of its directors and officers.

NQBP recognises that, even where directors and officers are acting within their legal obligations, a liability may still arise. For this reason, a deed of indemnity has been put in place by each company in the NQBP group in favour of all directors and officers of those companies who are acting within their legal obligations.

The deed of indemnity also requires NQBP to ensure that (to the extent permitted by law) insurance is effected and maintained by NQBP in relation to the liabilities covered under the indemnity.

Guideline 2.01 - Directors and Officers Liability provides the background for limiting director's and officer's liability and information of the steps and systems in place to meet that obligation.

Disclosure and Conflicts of Interest

A conflict of interest is a conflict between the official duties and responsibilities and the private interests of a Relevant Person, in which the Relevant Person has a private or personal interest, which then improperly influences or may appear to improperly influence the performance of their official duties and responsibilities. A conflict of interest may undermine the public's confidence in NQBP and it must be appropriately managed.

Any material interest of a Relevant Person that may lead to an actual, perceived or potential conflict of interest, must be disclosed in accordance with the requirements set out in Procedure 2.02 – Disclosure and Conflicts of Interest. These disclosures will then be considered and a determination made as to the appropriate action that should be taken to manage the conflict to avoid compromising NQBP's position and reputation.

Integrity Framework – Corrupt Conduct and Public Interest Disclosure

NQBP is committed to the prevention of corrupt conduct and wrongdoings and the maintenance of integrity and ethical conduct within NQBP.

Standard 2.02 – Integrity Framework – Corrupt Conduct and Public Interest Disclosures:

- Explains what is meant by the term corrupt conduct;
- Outlines the obligation to report matters which may involve corrupt conduct;
- Details how complaints of wrongdoings and corrupt conduct will be dealt with by NQBP; and
- Outlines additional criminal offences that may be relevant to proper ethical conduct.

Intellectual Property Management

The Intellectual Property of NQBP has considerable value and it is important that NQBP takes appropriate steps to capture and protect its intellectual property. Accordingly, NQBP will comply with all relevant intellectual property laws, including ensuring that its rights are appropriately recognised and protected and that the rights of third parties are not infringed.

Guideline 2.02 - Intellectual Property Management provides guidance to director's and NQBP's Personnel on managing Intellectual Property under this policy.

Privacy

NQBP is committed to complying with the *Privacy Act 1988* (Cth) (the **Act**) and the 13 Australian Privacy Principles (**APPs**) set out in the Act, the *Right to Information Act 2009* (Qld) (**RTI Act**) and *Information Privacy Act 2009* (Qld) (**IP Act**).

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Any Personal Information collected by NQBP will only be used and disclosed for the purpose for which it has been provided or as authorised under law.

Guideline 2.03 – Privacy provides guidance to Directors of NQBP and NQBP Employees on meeting their privacy obligations under this policy.

Right to Information

As a Government Owned Corporation (**GOC**), NQBP is subject to the *Right to Information Act 2009* (Qld) (**RTI Act**) and *Information Privacy Act 2009* (Qld) (**IP Act**). The objective of the RTI Act is to provide a general right of access by entities to information in the government's possession or under government control subject to limited exceptions. The IP Act gives a person the right to access personal information.

NQBP is committed to complying with the objectives of the RTI Act and IP Act and all staff are responsible for ensuring they undertake their duties and provide assistance to ensure NQBP complies with its obligations under the Acts.

Procedure 2.04 - Right to Information provides guidance on meeting director's and NQBP's Personnel's RTI obligations under this policy.

Trading (Securities)

Under the *Corporations Act 2001* (Cth) (the **Corps Act**), it is illegal for Directors, and NQBP Employees of NQBP to deal in any Securities when in possession of information that the person knows, or ought reasonably to know:

- (a) is not generally available; and
- (b) a reasonable person would expect to have a material effect on the price or value of those Securities if it was generally available (**Inside Information**).

If any of NQBP's directors or NQBP Personnel are in possession of Inside Information about Securities, then those persons must not:

- (a) buy, sell or otherwise deal in those Securities;
- (b) encourage anyone else to deal in those Securities; or
- (c) pass the information to anyone else that they know, or ought reasonably to know, will deal in those Securities, or encourage someone else to do so.

Guideline 2.04 - Trading (Securities) provides guidance on meeting director's and NQBP's Personnel's trading in securities under this policy.

Whistle-blower Protection

NQBP is committed to observing its obligations under all laws and regulations that are applicable to its business. The CEO and the NQBP Board are committed to promoting a positive culture of compliance at all levels of the business.

To assist in promoting a positive culture of compliance, transparency and accountability, NQBP encourages and will provide the necessary support and protection for all relevant persons who seek to disclose Wrongdoing.

Persons reporting such conduct or making such Disclosures will be treated in accordance with the applicable legislative requirements, the relevant policies of NQBP and will be afforded the relevant legislative protections.

Procedure 2.05 - Whistle-blower Protection and Procedure 2.06 – Whistle-blower and PID Protection Management Program provides the guidance and procedural methods for disclosing a Wrongdoing under this policy.

Recordkeeping

NQBP is committed to observing its obligations under all laws and regulations relating to recordkeeping and implementing customised recordkeeping processes and systems to ensure appropriate creation, maintenance, protection and preservation of its intellectual property through authentic, accurate and reliable recordkeeping.

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This Policy applies to all aspects of NQBP business and operations, all Records created in forming a business decision, during business transactions and all business applications used to create and store Records including email, database applications, website, intranet, extranet and internet of things.

Procedure 2.07 outlines the capture, creation, management, retention and disposal of Records at NQBP and strengthens NQBP's commitment in maintaining adequate recordkeeping practices that meet the business' needs, accountability requirements and stakeholder expectations.

3. Compliance Policy, Procedure, Standard and Legislative Framework

NQBP is a Government Owned Corporation and a port authority and is required to comply with its own policies, prescribed applicable legislation and State Government policies and procedures. This Policy should be read in conjunction with:

- a. Guideline 2.01 - Directors and Officers Liability
- b. Guideline 2.02 - Intellectual Property Management
- c. Guideline 2.03 - Privacy
- d. Guideline 2.04 - Trading (Securities)
- e. Policy 13 Dealing with a complaint involve the NQBP Chief Executive Officer
- f. Procedure 2.01 - Compliance
- g. Procedure 2.02 - Disclosure and Conflicts of Interest
- h. Procedure 2.03 - Competition and Consumer Law
- i. Procedure 2.04 - Right to Information
- j. Procedure 2.05 - Whistle-blower Protection
- k. Procedure 2.06 - Whistle-blower and PID Protection Management Program
- l. Procedure 2.07 - Recordkeeping
- m. Standard 2.01 - Code of Conduct
- n. Standard 2.02 - Integrity Framework – Corrupt Conduct and Public Interest Disclosures
- o. Conflict of Interest Guidelines: ICAC and CMC 2004
- p. Corporate Governance Guidelines for Government Owned Corporations February 2009.
- q. *Competition and Consumer Act 2010* (Cth)
- r. *Crime and Corruption Act 2001* (Qld)
- s. *Corporations Act 2001* (Cth)
- t. *Government Owned Corporations Act 1993* (Qld)
- u. Government Owned Corporations Release of Information Arrangements 3.0
- v. *Information Privacy Act 2009* (Qld)
- w. *Information Privacy Regulation 2009* (Qld)
- x. *Integrity Act 2010* (Qld);
- y. Australian Privacy Principles
- z. *Privacy Act 1988* (Cth)
- aa. *Public Interest Disclosure Act 2010* (Qld)

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- bb. *Public Interest Disclosure Standard No. 1/2019- Public Interest Disclosure Management Program*
- cc. *Public Interest Disclosure Standard No.2 /2019 Assessing, Investigating and Dealing with Public Interest Disclosures*
- dd. *Public Interest Disclosure Standard No. 3/2019 Public Interest Disclosure Data Recording and Reporting*
- ee. *Public Records Act 2002 (Qld)*
- ff. *Information Standard 40: Recordkeeping (IS40)*
- gg. *Information Standard 31: Retention and Disposal of Public Records (IS 31)*
- hh. *Queensland Civil and Administrative Tribunal Act 2009 (Qld)*
- ii. *Right to Information Act 2009 (Qld)*
- jj. *Right to Information Regulations 2009 (Qld)*

4. Policy Review Date

This Policy should be reviewed by 30 June 2025.

5. Definitions

Contractors: means contractors or consultants engaged by NQBP under a personal services consultancy agreement or other similar arrangements.

Intellectual Property means all statutory and other property rights (including rights to require information to be kept confidential) protected by Australian law and international agreements applying to Australia as amended from time to time including the statutory intellectual property of patents, copyright, designs and trade-marks, inventions/improvements, original designs, know-how, the practical application of a good idea, as well as certain types of confidential information and trade secrets.

NQBP: means North Queensland Bulk Ports Corporation Limited ACN 136 880 128.

NQBP Employee: means employees and Contractors of NQBP but does not include NQBP directors.

NQBP Personnel: means NQBP officers (for example NQBP directors) and NQBP Employees.

Personal Information means information or an opinion about an identified individual, or an individual who is reasonably identifiable, whether the information or opinion is true or not, and whether the information or opinion is recorded in a material form or not.

Record means any deliverable that is created or received by NQBP that:

- (a) documents a business decision;
- (b) documents advice given or received in the course of business; or
- (c) is required by legislation or another regulatory instrument to be kept as evidence of a business transaction.

Relevant Person: means and includes the NQBP Chief Executive Officer, Senior Executives, employees, Contractors and Directors of NQBP.

Securities is widely defined in the Corps Act to include shares of any type (including preference shares), debentures, interests in managed funds, as well as options in relation to any of these types of securities.

Wrongdoing means an illegal or otherwise inappropriate conduct and includes conduct relevant to a Public Interest Disclosure, Qualified Disclosure or an Alternative Disclosure.

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