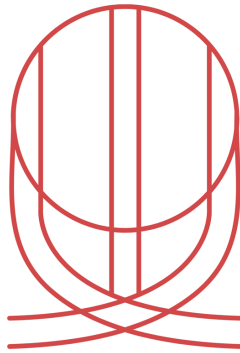


WHISTLE-BLOWING POLICY



Institute of Chartered Entrepreneurs



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1. DEFINITIONS

- 1.1 **Board** means the board of Directors of IoCE as appointed and/or elected from time to time;
- 1.2 **Chairperson** means the Chairperson of the IoCE Board of Directors;
- 1.3 **Code** means the Code of Professional Conduct and Member's Pledge of IoCE, as approved by the Board and which may be reviewed and amended from time to time;
- 1.4 **Committee**
- 1.5 **Complaint** means any allegation falling within the scope of this Policy;
- 1.6 **Directors** means the Directors of IoCE from time to time, and "**Director**" shall have a corresponding meaning;
- 1.7 **Detriment** means any victimisation, harassment, retaliation or reprisal of a Whistle-blower, which can take any or a combination of the following forms: suspension, termination, undue influence, duress, withholding of benefit and/or entitlements and any other act that has a negative impact on the Whistle-blower;
- 1.8 **Employee** means any person, excluding an independent contractor, who works for the IoCE and who receives, or is entitled to receive, any remuneration and any other person who in any manner assists in carrying on or conducting the business of the IoCE;
- 1.9 **Good Faith** means to making a Complaint without malice or consideration of personal benefit. The employee or member should have a reasonable basis to believe that the Complaint is true. Good faith is absent when the Complaint or disclosure is known to be malicious and/or false;
- 1.10 **Guide** means the Guide to Ethical Behaviour of IoCE as approved by the board and which may be reviewed and amended from time to time.
- 1.11 **Holline** means an independent telephone Complaints platform, operated by an independent Service Provider, set up by IoCE for the making of Complaints falling within the scope of this Policy.
- 1.12 **IoCE** means the Institute of Chartered Entrepreneurs, a membership-based non-profit company

established in in terms of the company laws of the Republic of South Africa;

- 1.13 **Investigation** means a process of which the objective is to gather and analyse information and/or evidence in order to determine whether Unlawful and/or Unethical Conduct has occurred and if so, to determine the party or parties responsible and an appropriate outcome.
- 1.14 **Members** means the members of loCE, which include natural persons, profit companies, non-profit companies, business associations, trusts, or partnerships, that have applied and been approved as members of loCE, and who continue to pay the requisite membership fee, and where applicable and "**Member**" and "**Membership**" shall have a corresponding meaning;
- 1.15 **Parties** means Members as well as the Employees, interns, representatives and volunteers of loCE and any other person affiliated to loCE, and "**Party**" shall have a corresponding meaning;
- 1.16 **Policy** means this loCE Whistle-blowing Policy;
- 1.17 **Principle Officer** means [insert]
- 1.18 **Service Provider** means any person or entity that provides or provided goods and/or services to loCE, whether the relationship with loCE is past or present;
- 1.19 **Third Party** means any person, including an loCE service provider, but not an loCE Employee, member or director, and "**Third Parties**" shall have a corresponding meaning;
- 1.20 **Unethical and/or Unlawful Conduct** includes, but is not limited to the following:
- (a) activities undertaken by any Employee or Member of loCE, which may be against policies or fall below established ethical standards as prescribed in loCE Guide to Ethical Behaviour read with loCE Member's Pledge and Code of Professional Conduct;
 - (b) Soliciting gifts or favours from service providers, consultants or other suppliers, e.g. acceptance of "kickbacks";
 - (c) Conflict of interest and non-declaration thereof;
 - (d) Nepotism; and
 - (e) Offences in respect of corrupt activities as defined in the Prevention and Combating of Corrupt Activities Act, No. 12 of 2004;
 - (f) a failure by an loCE Employee and/or Member to observe the rules of conduct or standards

of behaviour prescribed in the contract of employment, membership agreement, loCE's Codes, Guide, policies and procedures;

- (g) the unlawful and intentional making of a misrepresentation resulting in actual or potential prejudice to loCE;
- (h) the unlawful and intentional misappropriation of loCE's property or property which is in loCE's lawful possession, with the intention to deprive loCE of its rights permanently;
- (i) Procurement fraud, e.g. irregular collusion in the awarding of tenders or orders for goods and/or services, sensitive information deliberately disclosed to contractors or consultants;
- (j) Deliberate non-compliance with delegation of authority limits;
- (k) Collusion in contracts management;
- (l) Disclosing confidential or proprietary information to outside parties;
- (m) Payroll fraud, e.g. creation of "ghost employees";
- (n) Theft and misappropriation of funds;
- (o) Making a profit from insider knowledge;
- (p) Theft of assets, e.g. computers;
- (q) Personal use of resources, e.g. telephones, internet, e-mail;
- (r) Irregular destruction, removal, or abuse of data (including intellectual property); or
- (s) a failure by any Party or director to observe the rules of conduct or standards of behaviour prescribed by loCE from time to time.

1.21 **Whistle-blower** means any loCE employee, Member, Service Provider or Third Party who makes a Complaint in terms of this Policy (also referred to as "Complainant");

1.22 **Whistle-blowing** means the act of making a Complaint of observed/perceived Unlawful and/or Unethical Conduct of loCE Employee/s or Member/s by an Employee, Member or other person as per the procedure set out in this Policy and/or in line with the Protected Disclosures. It is an early warning system that enables loCE to find out when something is going wrong in time to take necessary action; and

1.23 **Wrongdoing** means a contravention of loCE rules and/or policies, legislation, regulations and/or the common law.

2. PREAMBLE

- 2.1 The loCE is founded on the principle of ethical entrepreneurship and its commitment to accountable and transparent governance and ethical conduct. Therefore, loCE is committed to preventing, detecting, and addressing Unethical and Unlawful Conduct within and among loCE and its Employees, Members, Service Providers and Third Parties. Whistle-blowing is central to this commitment and the aim of this Policy is to:
- 2.1.1 inform Parties, Service Providers and their employees, and Third Parties of loCE who may have information relating to suspected or alleged serious Unlawful and/or Unethical Conduct, affecting loCE's business to disclose or make a Complaint of the suspected conduct through the appropriate channels prescribed by loCE;
 - 2.1.2 inform Parties, Service Providers and their employees, and Third Parties of loCE of the nature of Whistle-blowing and their duty to make a Complaint of all forms of Unethical or Unlawful Conduct to loCE; and
 - 2.1.3 provide an internal procedure to make a Complaint of Unethical and/or Unlawful Conduct and to act on concerns affecting loCE business and the business of its Members. The intention is also to protect all Whistle-blowers who make Good Faith Complaints good faith Complainant of wrongdoing falling within the scope of this Policy against any detriment in addition to grievance procedures or other statutory Complainant procedures, such as those in the Prevention and Combating of Corrupt Activities Act, No. 12 of 2004.

3. SCOPE OF THIS POLICY

- 3.1 This Policy is adopted to enable Whistle-blowers to make a Complaint or raise concerns relating to Unlawful and/or Unethical Conduct, affecting loCE and its members, perpetrated by any of the Parties and/or Service Providers.
- 3.2 This Policy does not apply to personal grievances concerning individual employee's conditions of service or other aspects of the working relationship between loCE and its Employees, co-employees or grievances and/or disciplinary matters.
- 3.3 The Policy covers all genuine Complaints concerning:
 - 3.3.1 an unlawful civil or criminal offence that has been committed, is being committed or is likely to

be committed;

- 3.3.2 a miscarriage of justice that has occurred, is occurring or is likely to occur;
- 3.3.3 a person's failure, or the likelihood of failure, to comply with statutory obligations or requirements;
- 3.3.4 the endangerment and/or the likelihood of endangerment of health or safety of a Party;
- 3.3.5 the damage and/or the likelihood of damage of the environment;
- 3.3.6 unfair discrimination as contemplated in the Promotion of Equality and Prevention of Unfair Discrimination Act 4 of 2000;
- 3.3.7 serious Unlawful and/or Unethical Conduct;
- 3.3.8 attempts to conceal or suppress any information relating to the above issues; and
- 3.3.9 any other matter that is reasonably believed by the Whistle-blower to constitute wrongdoing.

3.4 The above list of Complaints is not exhaustive.

3.5 Nothing in this Policy shall prevent an Employee from relying on the Protected Disclosures Act 26 of 2000.

4. WHO MUST COMPLAINT A CONCERN

4.1 Any person who becomes aware of or in Good Faith believes a circumstance or action which would violate or appears to violate the Policy is encouraged to Complaint such conduct.

4.2 IoCE has the discretion to determine whether any Complaint made in terms of this Policy falls within the scope of this Policy and whether the Complaint raised should rather be dealt with in accordance with the applicable procedures as determined in other IoCE Codes, Guides and/or policies and procedures.

5. NATURE OF COMPLAINTS

- 5.1 All persons are encouraged to make a Complaint of Unethical or Unlawful Conduct as soon as possible once they become aware of it. Although Members are not expected to prove the truth of the allegations, they must have reasonable ground(s) to believe that such conduct has or is likely to take place.
- 5.2 IoCE has set up a Hotline whereby a Whistle-blower may make a Complaint falling within the scope of this Policy. An independent third party runs the Hotline.
- 5.3 A Whistle-blower may choose to remain anonymous when making a Complaint through the Hotline. However, Whistle-blowers are encouraged to provide their name(s) and contact details, especially if their Complaint may require an investigation.
- 5.4 The details of the Hotline are [insert details of Hotline].
- 5.5 As an alternative to Complaints through the Hotline, any person who wishes to make a disclosure and/or make a Complaint in terms of this Policy may approach the [insert name of committee] ("**Committee**") about the Complaint.
- 5.6 The [insert name of committee] should inform [insert higher position that the committee reports to] if the Complaint relates to an Employee of IoCE and/or Service Provider.
- 5.7 The [insert name of the committee] should inform [insert] if the Complaint relates to a Member/s and/or its employee/s.
- 5.8 If the Complaint relates to a member of the Committee, a Party or any other Whistle-blower who wishes to make a disclosure and/or lay make a Complaint in terms of this Policy may approach the Principal Officer and/or the Chairperson about the Complaint.
- 5.9 If the Complaint relates to the Chairperson, the Party or any other Whistle-blower who wishes to make a disclosure and/or make a Complaint in terms of this Policy may approach the Committee about the Complaint.
- 5.10 Complaints in terms of this Policy should preferably be in writing and disclose the identity of the Whistle-blower. However, if the Whistle-blower wishes to remain anonymous, they can retain their

anonymity with confidence that such a decision will not jeopardise their disclosure and/or Complaint.

5.11 To facilitate the investigation of a Complaint, Whistle-blowers may be asked to provide the following to the best of their knowledge and ability:

5.11.1 background and history of the concern;

5.11.2 names of all who are involved in the Complaint;

5.11.3 dates when the conduct occurred;

5.11.4 places where the conduct occurred;

5.11.5 proof to support the Complaint, including but not limited to bank statements, invoices, and correspondence; and

5.11.6 any other evidence that can be found.

5.12 Once a Complaint is made in terms of the procedure provided in 5, allegations will be subjected to an initial, preliminary assessment to determine whether the Complaint requires an investigation and the nature of such investigation.

5.13 Within 21 business days, the person who received the Complaint in terms of 5.2. will indicate the following in writing to the Complainant :

5.13.1 acknowledge receipt of the Complaint;

5.13.2 whether initial enquiries have been made and the outcome thereof, if possible to disclose; and

5.13.3 indicate how the matter will be dealt with.

5.14 IoCE may decide to proceed with a Complaint in one of the following ways and must communicate the decision as the case may be to the Complainant:

5.14.1 to investigate the concern;

5.14.2 to not investigate the concern and the reasons for this decision; or

- 5.14.3 to refer the Complaint to another person or body; and
- 5.14.4 whether the matter will be referred to another person or body and the contact information of such person or body.
- 5.15 In exercising their discretion on whether or not the Complaint should be investigated, the person charged with receiving the Complaint in terms of this Policy should take the following factors into account:
 - 5.15.1 the seriousness of the issues raised in the Complaint;
 - 5.15.2 the details and amount of information provided in the Complaint; and
 - 5.15.3 the ability of confirming the allegations from other sources.
- 5.16 The person charged with receiving the Complaint in terms of this Policy may make recommendations to the relevant authorities that the Complaint be:
 - 5.16.1 investigated and concluded internally;
 - 5.16.2 referred to external independent third parties to conduct a forensic investigation; or
 - 5.16.3 be subjected to an independent enquiry, the procedures of which can be determined subject to the nature of the Complaint.

6. INTERNAL INVESTIGATION OF COMPLAINTS

- 6.1 Where investigation is deemed necessary, the Committee will initiate and conduct the investigation.
- 6.2 Where it is deemed necessary, the Committee may suspend any Member or Employee pending the outcome of the investigation.
- 6.3 Where it is deemed necessary, the Committee may facilitate the appointment of an independent third party to conduct the investigation. This will depend on the nature of the disclosure and/or parties allegedly involved.
- 6.4 Where it is deemed necessary, and the identity of the Complainant is identifiable, the Complainant will be notified of the action proposed to be taken or taken after the completion of the investigation.

- 6.5 The Complainant will receive as much feedback on the investigation of their Complaint as possible. The extent of the feedback may be limited due to a duty of confidentiality, where it is in the interest of the maintaining the integrity of the investigation, statutorily required or for other reasonable considerations.
- 6.6 The extent of communication between IoCE and a Complainant will depend on the nature of the allegations and the clarity of the information provided in terms of the procedure stipulated in 5. IoCE may require a Complainant to provide further information.
- 6.7 IoCE recognises the importance of properly addressing Complaints made in terms of this Policy. If a Complainant is dissatisfied on reasonable grounds with the manner in which their Complaint is handled, they must inform [insert Board Member of IoCE] of their dissatisfaction. [insert Board Member of IoCE], in consultation with the Complainant, will address the concerns by making appropriate changes to its conduct where possible.

7. CONFIDENTIALITY OF COMPLAINTS AND INVESTIGATED MATTERS

- 7.1 IoCE shall keep all Complaints and investigations strictly confidential. This include ensuring that all information gathered during the investigations of Complaints to be stored in secure locations and with the required access privileges to ensure that the information is properly safeguarded.
- 7.2 The amount of contact between the person or entity investigating the Complaint and the Complainant will depend on the nature of the Complaint, the potential difficulties involved in investigating the Complaint and the clarity of the information provided in the Complaint. If necessary, further information will be sought from the Complainant.
- 7.3 The progress made with investigations will at all times be handled in a confidential manner and shall not be disclosed or discussed with any persons who have no legitimate claim to such information.

8. PROTECTION OF WHISTLE-BLOWERS AGAINST DETRIMENT

- 8.1 IoCE recognises that it can be difficult to make a Complaint of Unethical and/or Unlawful Conduct. Therefore, IoCE undertakes to protect Parties who make a Complaint in terms of this Policy. The victimisation, harassment or any other detrimental treatment of any Whistle-blower by Employees of IoCE or other Members will not be tolerated.
- 8.2 Parties who whistle-blow may not be subjected to the following forms of detrimental treatment as

a result of having made a Complaint in terms of this Policy:

- 8.2.1 termination or suspension of employment or membership;
 - 8.2.2 refusal of membership or continued membership with IoCE;
 - 8.2.3 demotion, harassment or intimidation;
 - 8.2.4 transfer of employment against their will;
 - 8.2.5 being subjected to a term or condition of employment, retirement or membership which is altered or kept altered to the Party's disadvantage;
 - 8.2.6 refusal to provide a reference, or being provided with an adverse reference;
 - 8.2.7 refusal of access to any training, guidance or other opportunities provided by IoCE;
 - 8.2.8 being denied acknowledgement for completed training or courses provided by IoCE;
 - 8.2.9 threatened with any of the actions referred to above; or
 - 8.2.10 otherwise adversely affected in respect of the Party's employment, profession or business which may include employment opportunities and work security.
- 8.3 In the event that a Whistle-blowing Party was being subjected to disciplinary or other action prior to making the Complaint in terms of this Policy, the Complaint will not halt that action that was being legitimately taken against the Whistle-blowing Party.
- 8.4 If a Whistle-blowing Party believes that they are or have been subjected to victimisation, harassment or detrimental treatment due to a Complaint made by them in terms of this Policy, the Party must make a Complaint to [\[insert\]](#).
- 8.5 Parties and Service Providers can also make a Complaint regarding the victimisation, harassment or detrimental treatment of another Complainant to [\[insert\]](#).
- 8.6 The IoCE will take appropriate action to ensure that the victimisation, harassment or detrimental treatment of a member is alleviated as soon as possible.

8.7 The loCE will put appropriate systems in place to facilitate the Complaints of Unethical and/or Unlawful Conduct in terms of this Policy. Parties and Service Providers should not approach or accuse individuals directly or attempt to investigate the matter by themselves. The procedure provided for in this Policy and the related systems enables loCE to follow up and investigate a matter where appropriate without undue delay.

9. PROTECTION OF IDENTITY OF WHISTLE-BLOWERS

loCE will do its best to protect the identity of a Whistle-blower if they do not wish for their identity to be disclosed. However, should the investigation process reveal the source of the information, a statement by the Whistle-blower might be required as part of the evidence, but their identity will be protected.

10. FALSE AND MALICIOUS ALLEGATIONS

10.1 Parties, Service Providers and Third Parties are required to make a complaint of Co Unethical and/or Unlawful Conduct in Good Faith. If an allegation turns out to be false upon investigation but was made in Good Faith and without malice or personal gain, the Party complied with this Policy and their ethical responsibilities.

10.2 If Parties, Service Providers and/or Third Parties, however, make a Complaint that is frivolous, malicious or for personal gain, or a false Complaint knowing it to be so, they are not acting within the scope of this Policy and loCE will take appropriate action against them, which may include, but is not limited to, suspension and/or termination of employment, membership or contract. A Complaint made in bad faith does not align with loCE's principle of ethical professional conduct and discourages its ability to address and prevent real occurrences of Unethical and/or Unlawful Conduct.

11. CREATING AWARENESS OF THIS POLICY

All managers of loCE and Members are responsible for ensuring that all Employees under their control and supervision are aware of this Policy. The managers of loCE and Members responsible for procurement and contract management are responsible for ensuring that the bidders and the Service Providers and Third Parties are aware of this Policy.

12. PROCESS FOR DEVIATIONS FROM THIS POLICY

The Board in consultation with the [insert Committee of the Board] may approve deviations from this Policy.

13. REVIEW OF THE POLICY

The [insert Committee] of the Board may review and amend this Policy from time to time.

14. CONCLUDING REMARKS

- 14.1 IoCE is committed to promoting the highest standards of ethical conduct in the field of entrepreneurship.
- 14.2 By agreeing to and adhering to this Whistle-blowing Policy, Parties shall ensure that they maintain the trust and confidence of their clients and the public.

Adopted by the Board of Directors of IoCE on [insert month] 2023.