

Cambridge Boxhill Language Assessment Pty Ltd (CBLA)

Anti-bribery and corruption policy (Document Reference: PNG_P_003)

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Organisation Vision & Mission

Our Vision is to connect the world to better healthcare

Mission

We set the benchmark for global healthcare communication skills through industry-wide collaboration, to facilitate the mobility and development of healthcare professionals throughout their career

Anti-bribery and corruption policy

1. Introduction

- 1.1 Cambridge Boxhill Language Assessment Pty Ltd and each of its subsidiaries OET Global Pty Ltd and OET USA, LLC, (CBLA) is committed to doing business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery and corruption.
- **1.2** As part of this commitment, we will not tolerate any form of bribery or corruption in our business or in those we do business with. We would rather walk away from a business opportunity than be involved in any activity that could be construed to be a bribe.
- **1.3** We expect the following to adopt a similar zero approach to bribery and corruption:
 - a) all of our employees, officers, and Board Directors (Personnel); and

b) suppliers, service providers, distributors, contractors, consultants, agents, joint venture partners, sponsors and any other third-party representatives associated with us or acting on our behalf (**Business Partners**).

This policy applies to the following:

Employees / Officers	Board Directors	Suppliers	Service Providers	Distributors	Contractors (Including employees of contractors)	Consultants	Agents	Volunteers	Visitors to CBLA
~	~	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark	~

1.4 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate including the Australian *Criminal Code Act 1995* (Cth), the *Corporations Act 2001* (Cth), the *Anti- Money Laundering and Counter Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), the *Anti-Money Laundering and Counter-Terrorism Financing Act 2017* (Cth), Australian state and territory anti-bribery legislation and the US Foreign Corrupt Practices Act 1977 and the UK Bribery Act 2010 (**Applicable Anti- Bribery Laws**) and expect our Personnel and Business Partners to also uphold all Applicable Anti-Bribery Laws.

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2. Purpose of this policy

The purpose of this anti-bribery and corruption policy (**Policy**) is to:

- a) set out the expectations applicable to our Personnel and Business Partners in observing and upholding our position on bribery and corruption; and
- b) provide information and guidance to our Personnel and Business Partners on how to deal with bribery and corruption issues.

3. Application of the policy

This Policy applies to all of our Personnel and Business Partners, wherever located.

4. Who is responsible for the policy within CBLA?

4.1 CBLA's Board of Directors is responsible for the approval of this Policy and any material changes to it.

4.2 CBLA's Risk and Compliance Manager has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption. The Risk and Compliance Manager is responsible for reporting to the CEO and the Audit and Risk Committee on any breaches or material issues regarding Anti-bribery and Corruption matters.

4.3 Within CBLA, management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training on it and for promoting a culture of compliance with Anti-Bribery and Corruption obligations.

4.4 Personnel and Business Partners are responsible for ensuring that they comply with this Policy and the CBLA principle of zero appetite towards bribery and corruption.

4.5 The Audit and Risk Committee is responsible for reviewing this Policy to determine its appropriateness to the needs of CBLA from time to time.

5. Prohibition on bribery and corruption

5.1 CBLA prohibits:

- a) giving, offering, promising, authorising, accepting or requesting of a bribe;
- b) the paying or receiving of secret commissions or payments to any person or entity;
- c) all forms of corruption.
- **5.2** Bribery means the giving, offering, or promising of a benefit (monetary or otherwise) to a person to:
 - a) improperly influence a person to obtain or retain a business or personal advantage; or
 - b) induce or reward the improper exercise of the duties or functions of a person within the public or private sector, including a foreign public official or a Commonwealth public official.
- **5.3** Corruption means the abuse of entrusted power or position for private gain.
- 5.4 The benefit can be direct or indirect.
- 5.5 It is irrelevant whether the payee or recipient of the bribe works in the public or private sector.

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5.6 It is also irrelevant whether the bribe is accepted or ultimately paid. Even offering a bribe will be a contravention of this Policy and will usually be sufficient for an offence to be committed.

5.7 Secret commissions or payments occur where a commission from a third party is taken or solicited without disclosing that commission to their principal. The secret commission is given as an inducement to

that person to use their position to influence the conduct of their principal's business.

6. Facilitation payment and kickbacks

6.1 CBLA does not make, and will not accept, facilitation payments or "kickbacks" of any kind, and facilitation payments must not be paid to anyone on CBLA's behalf including to any government official.

6.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action.

6.3 Kickbacks are typically payments made in return for a business favour or advantage.

6.4 Our Personnel and Business Partners must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted.

7. Gifts, hospitality and expenses

7.1 This Policy allows reasonable, proportionate, and bona fide hospitality or entertainment to a maximum of AUD\$150, USD\$150 and GBP100 to be given to, or received from our Business Partners or any individual or organisation our Personnel or our Business Parties come into contact with during the course of their work or engagement with us, for the purposes of:

- a. establishing or maintaining good business relationships;
- b. improving or maintaining our image or reputation; or
- c. marketing or presenting CBLA's products or services effectively.

7.2 The giving and accepting of gifts is allowed only if the following requirements are met:

- a. it is not made with the intention of influencing a third party to obtain or retain business or personal advantage, or to reward the provision or retention of business, or in explicit or implicit exchange for favours or benefits;
- b. it does not include cash or a cash equivalent (such as gift certificates or vouchers)
- c. it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in Australia it is customary for small gifts to be given at Christmas. This issue should be approached conservatively, noting that what is common and appropriate in one place may not be in another;
- d. it is given openly, not secretly;
- e. it complies with any applicable local law; and
- f. it is fully documented in the CBLA Gifts Register.

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7.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

7.4 Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example,



the costs of attending a business meeting) would not amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

7.5 The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

7.6 We will declare and keep a written record of all hospitality or gifts given or received to or from any individual or organisation to our Personnel, or from our Business Partners. We expect our Business Partners to also do so.

8. Political and charitable donations

8.1 CBLA does not make donations to political parties unless approved by the Board of Directors as per the Delegations of Authority Policy. Personnel must not, in an official CBLA capacity, make such donations.

8.2 CBLA will only make charitable donations that are legal and ethical under local laws and practices and expect our Personnel and Business Partners to do the same.

9. Record-keeping

9.1 False, misleading or incomplete record keeping is a criminal and civil offence in Australia and in many countries where CBLA operates.

9.2 It is CBLA's policy to maintain a system of internal accounting controls and make and keep books and records which accurately and fairly reflect in reasonable detail the parties, payment arrangements and the purpose of all transactions and disposition of assets.

9.3 We expect our Business Partners to:

- a. accurately record all accounting entries in reasonable detail to fairly reflect transactions; and
- b. periodically review accounting entries and supporting documentation to identify and correct discrepancies, errors, and omissions.

9.4 We do not, and our Business Partners must not, keep "off-book" accounts to facilitate or conceal improper payments.

9.5 We prohibit the making of cash payments of any kind to any third-party, other than documented petty cash disbursements or other valid and approved payments.

10. Our Business Partners' responsibilities



10.1 The prevention, detection and reporting of bribery and other forms of corruption is CBLA's responsibility as well as the responsibility of all of our Personnel and Business Partners.

10.2 We expect our Personnel and Business Partners to:

- a. endorse and abide by this Policy (and the Applicable Anti-Bribery Laws).
- b. if a Business Partner, to put into place its own policy and anti-bribery compliance programme;
- c. participate in anti-bribery compliance training if so requested by CBLA;
- d. avoid any activity that might lead to, or suggest, a breach of this Policy;
- e. notify us by email as soon as possible if they believe or suspect that a conflict with this Policy has occurred, or may occur in the future; and
- f. when requested by CBLA from time to time, certify to us in writing (by an authorised representative) that it is in compliance with this Policy and all Applicable Anti-Bribery Laws.

11. How to raise a concern

11.1 CBLA Personnel and Business Partners are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

11.2 CBLA Personnel and Business Partners can report suspected violations to their Line Manager, Executive or the General Manager Quality, Risk and Compliance, or via our anonymous whistleblower email or webform in accordance with our Whistleblower Policy.

11.3 CBLA will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. Our Personnel and Business Partners will not suffer any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future.

11.4 Further information is available from our Whistleblower Policy.

12. Training

12.1 We require all of our new Personnel and Business Partners and their officers and employees to receive antibribery and corruption training on all Applicable Anti-bribery Laws and on this Policy, and to receive periodic training updates.

12.2 CBLA has an online training module that can be made available to our Business Partners and their board members and employees on request in the event they do not have their own.



13. Breaches of this policy

13.1 Breaches of this Policy may expose CBLA, its Personnel and Business Partners to criminal penalties and/or civil action.

13.2 Possible penalties include substantial fines for companies, and, for individuals, imprisonment. Consequences may also include exclusion from tendering for government or private contracts as well as reputational damage.

13.3 Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.

13.4 Any breach of this Policy is a serious matter which will be investigated and addressed by CBLA.

13.5 Any material breach of this Policy will be reported to the Audit and Risk Committee.

13.6 Disciplinary action will be taken against any Personnel who breach this Policy up to and including termination of employment.

13.7 If CBLA determines or becomes aware that any of its Business Partners have violated any part of this Policy or any Applicable Anti-Bribery Laws, it will immediately terminate its relationship with them.

14. Related Legislation

- Criminal Code Act 1995 (Cth)
- Anti-Money Laundering and Counter Terrorism Financing Act 2006 (Cth)
- Anti-Money Laundering and Counter-Terrorism Financing Amendment Act 2017 (Cth)
- UK Bribery Act 2010; and
- US Foreign Corrupt Practices Act 1977.

15. Review of this policy

CBLA is committed to continuous improvement and will review this Policy at least bi-annually, and whenever there is a material change to CBLA's business practices, to ensure the Policy is operating effectively and to make amendments to the Policy as required.

This Policy may be updated or changed without prior notice at our discretion.