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ABN: 11 000 902 063

# Application for Recognition as a Participant of the NSX (if not also a Participant of ASX)

File Reference:

I:\Operations\Projects\NETS Project\NSX install package USB key\Broker Documents\NSX Application if NOT PO of ASX\_2010.doc





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# Introduction

## ABOUT THIS FORM

This form is for use by an entity seeking recognition by National Stock Exchange of Australia Limited ACN 000 902 063 ('NSX') as a Participant that is not already a participant of the Australian Stock Exchange ("ASX").

The form is in five parts:

- Part 1** Application Procedure and level of participation in NSX's markets;
- Part 2** Information to be completed;
- Part 3** Statement of financial position;
- Part 4** Designated Trading Representative Agreement
- Part 5** Applicant's Agreement.

To ensure the efficient processing of this form by NSX, please:

- 1 Adhere to the suggested number of the annexures required by this form.
- 2 Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).
- 3 Ensure the entity complies with NSX's minimum issued capital and liquidity requirements (Business Rules Part E, Rule 1) within 48 hours of admissions.
- 4 Ensure that the entity has a AFS licence under the Corporations Act.

## MORE INFORMATION AND SUBMISSION OF APPLICATION:

Further information can be obtained from and all applications should be sent to:

General Manager  
National Stock Exchange of Australia Limited  
PO BOX 283  
Newcastle NSW 2300

Phone: +61 2 4929 6377  
Fax: + 61 2 4929 1556  
<http://www.nsga.com.au>



## Part 1 - Level of Participation in NSX's markets

Name of organisation applying

ACN, ARBN or ARSN

We (the applicant) apply to: *(tick as appropriate)*

National Stock Exchange of Australia Limited (NSX) (ACN 000 902 063) for recognition as a Participant of the NSX











- proceedings?
- (l) been an insolvent under administration within the meaning of the Corporations Act?
- (m) been externally administered or a director of or held an interest in, an entity which has been externally administered?
- (n) been refused a fidelity or surety bond
- (o) been refused professional indemnity insurance or other similar insurance
- (p) engaged in an act or omission which constitutes a contravention of, or a failure to comply with, any licence held under the Corporation Law or equivalent law or which constitutes a breach of a condition or restriction applicable in respect of such a licence?
- (q) been under investigation, involved in litigation or charged with an offence not previously disclosed in this application or is the applicant or any person for whom a reference is required under 2 above, currently under investigation, involved in any such litigation or charged with any such offence?
- (r) been prohibited under the Corporations Act from being a director or promoter of, or being in any way concerned in or taking part in the management of a corporation or is any person for whom a reference is required under 2 above currently prohibited from so acting?

**6. APPLICANT'S CONSTITUTION**

- (a) Please detail the voting rights attached to each class of security or otherwise exercisable by members of the applicant.

(Please attach in **Annexure G** if necessary)

Class:
Issued number:
Voting rights:

Class:
Issued number:
Voting rights:

Class:
Issued number:
Voting rights:





- (b) Please detail the applicant's issued securities<sup>2</sup>. If not all issued securities are fully paid, please specify amounts fully and partly paid. (Please attach in **Annexure H** if necessary)
- (c) Please attach a copy of the constitution of the applicant in **Annexure I**. If the applicant does not have a constitution, please explain.
- (d) Please complete the checklist shown in **Annexure J**. Does the applicant's constitution comply with the requirements of the NSX Business Rules ? If no, please identify areas of non compliance in **Annexure J**

**7. SHAREHOLDERS**

- (a) Please list (or attach a statement of) the names of the shareholders of the applicant and details of the voting securities held by them (distinguish those held beneficially and non-beneficially). Please attach in **Annexure K** if necessary.
- (b) Please list the names of:
  - (i) each person who is or would be a substantial shareholder within the meaning of S671B of the Corporations Act of the applicant or its holding entity (if that part applied to the applicant or its holding entity) and
  - (ii) each person who is entitled to not less than 10 % of the non-voting shares of the applicant or its holding entity.

Please attach in **Annexure L** if necessary.

**8. MEMBERSHIP(OR EQUIVALENT) OF OTHER STOCK EXCHANGES**

- (a) Is the applicant or an associate of the applicant a Member (or equivalent) of any other stock exchange(s). If yes, please attach full details in **Annexure M**

**9. UNDERTAKINGS FROM NON-AFFILIATE DIRECTORS, SUBSTANTIAL SHAREHOLDERS OR PERSONS WITH AT LEAST 10% OF THE NON-VOTING SHARES.**

- (a) Please execute and provide an undertaking from:
  - (i) each director of the applicant who is not a Responsible Officer of the NSX,
  - (ii) each person who is or would be a substantial shareholder within the meaning of S671B of the Corporations Act of the applicant or its holding entity (if that part applied to the applicant or its holding entity) and
  - (iii) each person who is entitled to not less than 10 % of the non-voting shares of the

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applicant or its holding entity, to comply with and be bound by the NSX Business Rules to the extent necessary in connection with the stockbroking business to be conducted by the applicant.

Please execute and attach the undertakings in **Annexure N**. Each undertaking must be in the form of **Annexure N-1, N-2 or N-3 (whichever is applicable)**, or as NSX requires in a particular case.

## 10. RELATED PARTICIPANTS

If the answers to any of the questions below are yes, please attach relevant particulars.

(a) Please state whether any of the following apply:

(i) is any officer, employee or consultant of the applicant also a director, employee, officer or consultant of another Participant?

(ii) is the immediate holding entity of the applicant also a holding entity of another Participant in circumstances where the immediate holding entity of the applicant holds a AFS licence under the Corporations Act which entitles the holding entity to engage in the business of stockbroking

(iii) is the applicant related to another Participant, **or** is a person who is entitled to securities<sup>3</sup> in another Participant also entitled to securities in the applicant? If yes, the applicant must attach:

(i) an undertaking stating that the applicant carries on business in different premises to the other Participant; and

(ii) an application to NSX for approval of the name under which the applicant intends to carry on business.

Please attach the undertaking and application in **Annexure O**.

(iv) will the applicant share computer facilities with, or link its computer facilities to, another Participant? If yes, the applicant must attach an application for NSX approval of the proposed sharing or linkage.

Please attach the application in **Annexure P**.

(b) Is a director of the applicant also a director of any other Participant(s)? If yes, the applicant must provide a signed statement from each such director:

(i) nominating one Participant as the primary Participant; and

(ii) undertaking not to request access to the order records of Participants other than the primary Participant, without prior NSX approval.

Please attach the signed statement(s) in **Annexure Q**.

<sup>3</sup> Excluding where the other Participant is a listed entity and the shares to which the person is entitled constitute less than 10% of the shares of that listed Participant.



## Part 3 - Statement of Financial Position

### 11. STATEMENT OF FINANCIAL POSITION

(a) Please provide a copy in **Annexure R** of either:

(i) the last audited profit and loss account and balance sheet of the applicant including every attachment required by law; **or**

Yes/No
--------

(ii) in the case of an applicant unable to comply with sub-paragraph (i), a profit and loss account and balance sheet drawn up in accordance with the provisions of the Corporations Act in so far as is applicable, and signed by not less than 2 directors of the applicant.

Yes/No
--------

(b) If the profit and loss account and balance sheet of the applicant are made up to a date earlier than 14 days before the date of this application, they must be accompanied by a report signed by not less than 2 directors of the applicant. Please attach the report in **Annexure S** if necessary.

Yes/No/ NA
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## Part 4 – Designated Trading Representative

### 12 DTR NOMINATIONS

A Participant must have a Designated Trading Representative ("DTR") in order to submit Trading Messages into NETS (unless the trading is conducted in accordance with the Automated Order Processing Requirements).

We nominate the following persons to be our DTRs:

(a) .....  
(*print name*)

(b) .....  
(*print name*)

(c) .....  
(*print name*)

If more than 3 DTRs are nominated, please attach as an Annexure.

We attach copies of the Application for Registration as a DTR for each of the above nominated persons.

*Please ensure that **Annexure P** (Application for registration as a DTR) is completed for each nominated person.*





## Part 5 - Applicant's Agreement

### 13 APPLICANT'S ACKNOWLEDGMENT

The applicant:

- (a) acknowledges that this application is upon the terms of, and subject to the NSX Business Rules and SCH Business Rules as varied from time to time;
- (b) warrants to NSX] that the information the applicant has provided or will provide to NSX in connection with this application is true and correct;
- (c) acknowledges that NSX, are relying on the information provided in considering this application and acknowledges that any wilful omission or misstatement on a material point in or in connection with this application may lead to rejection of the application or, if the application is approved, subsequent cessation of Participant status;
- (d) indemnifies NSX, to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement;
- (e) agrees to NSX, obtaining any additional information it considers relevant to this application (including personal, credit or other information) from an investigative agency, a credit agency, or any other source as permitted by law in Australia or elsewhere and acknowledges that this application authorises such a source to release information to NSX;
- (f) undertakes to NSX to comply with the NSX Business Rules and SCH Business Rules that are in force from time to time, even if our recognition as a Participant, is suspended;
- (g) undertakes to provide NSX with full details of any change to our voting structure immediately, together with copies of any applications to relevant Government authorities seeking approval to such change (where applicable);
- (h) acknowledges that where the applicant is associated with another Participant for the purposes of the Corporations Act but not necessarily associated or connected with the other Participant under the Business Rules no director, officer, employee or consultant of the applicant or of the other Participant will hold the position of director, officer, employee, consultant or any other position in the associated Participant until the expiry of twenty business days (or such lesser number of days as approved by NSX) from the date that such director, officer, employee or consultant held any such positions in the first mentioned corporation;
- (i) warrants that its directors/executives have a working knowledge of the NSX Business Rules as at the date of this application and a working knowledge of the provisions of the Corporations Act as they relate to the securities industry;
- (j) undertakes to comply with the capital adequacy and liquidity requirements of the ASX (Business Rules Part E Rules 1.1 or 1A) of (whichever is applicable) within 48 hours of being recognised as a Participant by NSX but prior to commencement of trading or clearing activities;
- (k) agrees that NSX may make available to the NSX Appeal Tribunal the reasons for its decision in the event that NSX rejects this application, or approves this application and subsequently action is taken against the applicant in respect



of which there is a right of appeal to the NSX Appeal Tribunal and it authorises the NSX Appeal Tribunal to make available to the NSX Board and to the Australian Securities and Investments Commission the reasons for its decision if it rejects such an appeal;

- (l) agrees to obtain any necessary AFS licence(s) from the Australian Securities Investment Commission and to provide a copy to the Exchange prior to the commencement of trading or clearing activities and no later than 3 months after NSX accepts this application, if a copy is not attached to this application;
- (m) warrants to NSX that all information supplied in support of this application including all of the annexures (if applicable) is true and correct;
- (n) agrees to appoint NSX as its Settlement Agent and to maintain a Clearing Agreement with the NSX.





## 14. SIGNATURES

A cheque for \$ \_\_\_\_\_ in payment of the fee (made payable to NSX) is enclosed.

Signed\* for and on behalf of the applicant by two directors duly authorised to sign **pursuant to a resolution passed at a meeting of directors.**

Signature:	_____
Name:	_____
Date:	___/___/___

Signature:	_____
Name:	_____
Date:	___/___/___

Date of meeting of directors which authorised above directors to sign this application.

Date:	___/___/___
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\* no signatory may use a Power of Attorney









## ANNEXURE C - REFERENCES

**An application for recognition as a Participant of the NSX shall be supported by two letters of reference in respect of:**

- (i) each director of the applicant who is not a Responsible Officer of the Participant,
- (ii) each person who is or would be a substantial shareholder within the meaning of S671B of the Corporations Act of the applicant or its holding entity (if that part applied to the applicant or its holding entity) and
- (iii) each person who is entitled to not less than 10 % of the non-voting shares of the applicant or its holding entity.

**A referee must be a person of good standing in the securities industry and cannot be a person who is in the business with, or related to, the applicant Participant.**

The references should be addressed to

General Manager  
National Stock Exchange of Australia Ltd  
PO BOX 283  
Newcastle NSW 2300

and meet the following criteria:

- (a) be typed and presented in a business like format;
- (b) be dated within three (3) months of the application being lodged;
- (c) be signed and bear the signatories' position, occupation and telephone number.

References should attest to the following:

1. How long and in what capacity the referee has known the person.
2. The person's previous experience in the securities industry, or other business activity.
3. The person's fame, character, business integrity and aptitude in fulfilling the roles and responsibilities as a director of a Participant of the NSX or as a shareholder in a Participant of the NSX efficiently, honestly and fairly.



## ANNEXURE J - APPLICANT'S CONSTITUTION

### Checklist for Participant's constitution

An NSX Participant's (the "applicant") constitution must contain certain provisions enabling the applicant to comply with the requirements in the NSX Rules. These requirements are set out in the checklist below. Also below are examples of provisions which NSX considers may assist applicants in preparing their constitution. An applicant must attach a copy of its constitution to this application and complete the checklist so that NSX can review compliance with these requirements.

Applicants should note that before it can change its constitution, it must give NSX a copy of any draft resolution and explanatory material **at least 10 business days before** the notice convening a general meeting to consider proposed changes is given to shareholders.

### Checklist for constitutions of Participant applicants

NSX Business Rules references	Summary description of the NSX requirements	Location in applicant's constitution <sup>4</sup>
Part A Rule 10.1 (a)	Majority of directors are residents of Australia.	
Part A Rule 10.1 (b)	Nominate and continue to have at all times at least two (2) <i>responsible officers</i> ; <sup>5</sup>	
Part A Rule 10.1 (c)	One vote per voting share.	
Part A Rule 10.1 (d)	Restriction on appointment of a non-Responsible Officer director, non- Responsible Officer alternate director or non- Responsible Officer associate director with voting rights who (a) is not of good fame and character and high business integrity or (b) fails to provide undertakings required by NSX to comply with and be bound by the NSX Rules.	<i>Note: In addition to location reference, an applicant must also attach executed copies of all relevant undertakings.</i>
	Restriction on share transfers to a Substantial Shareholder <sup>6</sup> or Person Entitled <sup>7</sup> who (a) is not of good fame and character and high business integrity or (b) fails to provide undertakings required by NSX to comply with and be bound by the NSX Rules.	<i>Note: In addition to location reference, an applicant must also attach executed copies of all relevant</i>

<sup>4</sup> If NSX requirement are not covered in an applicant's constitution, please indicate that there is no specific reference (NSR).

<sup>5</sup> An applicant should carefully consider whether provisions in its constitution providing for retirement by rotation need to be amended to ensure that it will be capable of continuous compliance with this requirement.

<sup>6</sup> "Substantial Shareholder" means a person who is or would be a substantial shareholder within the meaning of Chapter 6C of the Corporations Law of the Applicant or its holding entity (if that Chapter applied to the applicant or its holding entity).

<sup>7</sup> "Person Entitled" means a person who is entitled to not less than 10 % of the non-voting shares of the applicant or its holding entity.



NSX Business Rules references	Summary description of the NSX requirements	Location in applicant's constitution <sup>4</sup>
		<i>undertakings.</i>
Part A Rule 10.1 (d)	Requirement that the applicant will at all times comply with the NSX Rules.	
Part A Rule 10.1 (d)	Power to request information from a shareholder, subscriber, transmittee or transferee about interests in other Participants (being partnerships or corporations) and persons with relevant interests or entitlements to the shareholder's holding;	
	Requirement to suspend voting rights of a shareholder if information is not provided and to refuse to register subscriber, transmittee or transferee if information is not provided;	
	Power to divest shares of shareholder if information is not provided;	
	Requirement to keep a register of information about persons about whom this information is obtained.	

**Example provisions for possible inclusion in constitutions of Participant applicants**

Please find below sample provisions that NSX considers may assist applicants in fulfilling the requirements in the NSX Rules relating to the applicant's constitution. However, these provisions do not constitute legal advice and it is a matter for each applicant to obtain appropriate legal advice to ensure that the provisions in its constitution are appropriate to its business needs and comply with NSX requirements.

**DEFINITIONS**

**X1.(1)** In this constitution:

- “NSX” means National Stock Exchange of Australia Limited ACN 000 902 063;
- “NSX Rules” means the rules of the NSX as defined in the NSX Business Rules;
- “Law” means the Corporations Act as amended from time to time and has the additional meaning given by Sections 8 and 8A of the Corporations Act;

- (2)** Division 10 of Part 1.2 of the Law applies in relation to this constitution as if it was an instrument made by an authority under a power conferred by the Law as in force on the day on which this constitution becomes binding on the company.
- (3)** An expression in a particular Part or Division of the Law that is given by that Part or Division a special meaning for the purposes of that Part or Division has, in any of this constitution dealing with a matter dealt with by that Part or Division, the same meaning as in that Part or Division unless the expression is otherwise defined in the NSX Rules or unless the contrary intention appears.

**SHARE CAPITAL AND VARIATION OF RIGHTS**





**X2.(1)** Notwithstanding anything contained in this constitution, all voting shares must confer:

- (a) one vote per share; and
- (b) identical voting rights upon each holder,

and subject to provisions of Article **X3** (3), and Article **X4** (5), the voting rights attached to such shares must not be varied whether with or without the consent of the holders of the shares or of a class of the shares.

## **TRANSFER OF SHARES**

**X3.(1)** Without limiting any other right in this constitution giving directors power to refuse to register shares, the directors must refuse to register a transfer of shares or to make an allotment of shares, if they are satisfied that following the registration of the transfer or making of the allotment, as the case may be, a person who:

- (a) is not of good fame and character and high business integrity; or
- (b) has not undertaken to NSX and to the company to comply with and be bound by the NSX Rules to the extent necessary in connection with the stockbroking business to be conducted by the company,

would be or become:

- (c) a substantial shareholder of the company or its holding company within the meaning of S671B of the Law (if that Part applied to the company or its holding company); or
- (d) entitled to not less than 10% of the non-voting shares of the company or its holding company.

**(2)** For the purposes of this constitution, a person will be regarded as entitled to shares in a company if the person would be so entitled within the meaning of section 609 of the Law as if the Law applied to that company, except that a relevant interest of an associate of a nominee corporation which holds a certificate under section 609(3) of the Law will be included in the entitlement of a nominee corporation.

**(3)** Without limiting paragraph (1) of this provision, the company may:

- (a) suspend any voting rights in respect of shares; and
- (b) dispose of shares in accordance with provision **X6**,

held by a member if the company is satisfied that:

- (c) the member is currently within sub-paragraphs (1)(c) or (d) of this provision and does not currently comply with sub-paragraph 1(a) of this provision; or
- (d) a person associated with the member is currently within sub-paragraphs (1)(c) or (d) of this provision and does not currently comply with sub-paragraphs 1(a) or (b) of this provision.

**X4.** Notwithstanding anything contained in this constitution:

**(1)** the directors may, and must at the request of the NSX, at any time or from time to time (either generally or in any particular case) by notice in writing require any





member of the company to provide the directors within two (2) days of the date of service of that notice with a statutory declaration signed in the case of a single member who is a natural person by that member and in the case of two or more members holding any shares jointly (unless the directors otherwise require) by each of such members and in the case of a corporation by an authorised officer setting out whether:

- (a) any other person has a relevant interest in, or given relevant instructions as defined in section 717 of the Law in relation to, any shares in respect of which that member is entered in the register as a member of the company or any other shares of the company in respect of which that member has a relevant interest, and if so (and so far as it lies within the member's knowledge), giving full particulars of the:
  - (i) name and residential or business address of that person;
  - (ii) interest of, and circumstances by reason of which that person has the relevant interest; and
  - (iii) relevant instructions and the date or dates on which those instructions were given.
- (b) that member is or would be entitled if S671B of the Law applied to the company, to any shares of the company and in respect of which that member is not entered in the register as a member of the company, and if so (and so far as it lies within the member's knowledge), giving full particulars of the:
  - (i) name and residential or business address of the person in whose name those shares are entered in the register; and
  - (ii) entitlement of, and circumstances by reason of which the member's entitlement arises.
- (c) that member is or would be entitled if S671B of the Law applied to the holding company of the company, to any shares of the holding company, and if so (and so far as it lies within the member's knowledge), giving full particulars of the:
  - (i) name and residential or business address of the person in whose name those shares in the holding company are entered in the register; and
  - (ii) entitlement of, and circumstances by reason of which the member's entitlement in shares of the holding company arises.
- (d) in relation to that member's interest (if any) in the holding company of the company under sub-paragraph (c), any other person has a relevant interest in, or given relevant instructions as defined in section 717 of the Law in relation to, any shares in the holding company in respect of which that member has an interest, and if so (and so far as it lies within the member's knowledge), giving full particulars of the:
  - (i) name and residential or business address of that person;
  - (ii) interest of, and circumstances by reason of which that person has the relevant interest; and
  - (iii) relevant instructions and the date or dates on which those instructions were given.
- (e) that member or any other person named as having a relevant interest or as having given relevant instructions under sub-paragraph (a), has any interest in





a Participant of the NSX which is a partnership, and if so (and so far as it lies within the member's knowledge) giving full particulars of that interest and the circumstances by reason of which that interest arises;

- (f) that member or any other person named as having a relevant interest or as having given relevant instructions under sub-paragraph (a), has any entitlement to shares in any Participant of the NSX, and if so (and so far as it lies within the member's knowledge) giving full particulars of that entitlement and the circumstances by reason of which that entitlement arises;
  - (g) that member has the full beneficial interest in the shares held by that member; and
  - (h) in circumstances where that member or any person named as having a relevant interest or as having given relevant instructions under sub-paragraphs (a) or (d) is currently within sub-paragraphs (1)(c) or (d) of provision **X3**, that member or person is of good fame and character and high business integrity and providing any information that the directors consider necessary in order to assess this declaration.
- (2)** The directors may, and must at the request of the NSX, (either generally or in any particular case) by notice in writing require any person:
- (a) applying for any shares in the company;
  - (b) applying for transmission of any shares in the company into the name of that person or corporation; or
  - (c) named as a transferee in any transfer of any shares in the company,

to provide the directors, before the allotment of those shares or before those shares are registered in the name of that person with a statutory declaration signed in the manner specified in paragraph (1) of this provision, setting out the information which would be required under sub-paragraphs (1)(a) to (h) of this provision as if the applicant or proposed transferee or transmittee was a member of the company.

- (3)** The directors may, and must at the request of the NSX, by notice in writing:
- (a) in the case of a member, at any time; and
  - (b) in the case of any applicant for or proposed transferee or transmittee of any share in the company, at any time prior to the registration of such applicant or proposed transferee or transmittee as a member of the company,

require any such member, applicant or proposed transferee or transmittee to provide the directors within two (2) days of the date of service of such notice with a statutory declaration setting out such additional information or evidence as the directors consider necessary or relevant for the purpose of clarifying or amplifying any information previously supplied by such member, applicant or proposed transferee or transmittee, as the case may be, under any of the preceding paragraphs of this provision.

- (4)** For the purpose of service of any notice referred to in this provision, any applicant or proposed transferee or transmittee to whom such notice is directed will be deemed to be subject to provision **XX** [*Note: It may be appropriate to cross refer to the general provision in the applicant's constitution dealing with service*], having as an address for service:





- (a) in the case of an applicant, proposed transferee or transmittee who already is a member of the company, the address shown in the register of members or, if no address is shown, then the address last known to the directors; or
  - (b) in any other case, the address shown as the address of the applicant, proposed transferee or transmittee in any form of application, transfer or transmission or any other document lodged with the company.
- (5)** If any member on whom a notice has been served under paragraph (1) or (3) of this provision fails to:
- (a) provide the directors with the statutory declaration or declarations within the time or times prescribed setting out all the information and evidence required by such notice; or
  - (b) satisfy the directors of the company on reasonable grounds that the information required in the notice has been correctly furnished,

then for so long as such default continues under sub-paragraphs (a) or (b), voting rights in respect of shares to which any such notice relates will be suspended.

- (6)** If any applicant or proposed transferee or transmittee on whom a notice has been served under paragraph (2) or (3) of this provision fails to:
- (a) provide the directors with the statutory declaration or declarations setting out all the information and evidence required by such notice (and in the case of any notice under paragraph (3) of this provision, within the time or times prescribed); or
  - (b) satisfy the directors of the company on reasonable grounds that the information required in the notice has been correctly furnished,

then the directors may decline to allot the shares the subject of the notice or decline to register any instrument of transfer or transmission (as the case may be) relating to the shares the subject of the notice.

- X5.** The company has the right to dispose of shares held by a person who fails to:
- (a) provide the directors with the statutory declaration or declarations setting out all the information and evidence required by such notice under any of the provisions of paragraphs (1), (2) or (3) of provision **X4**; or
  - (b) satisfy the directors of the company on reasonable grounds that the information required in a notice under Article **X4** (a) of this provision has been correctly furnished.

- X6.** If the directors are satisfied that circumstances exist which, by virtue of provision **X3** or provision **X5**, authorise the company to dispose of any shares then the directors may by notice in writing to the holder of such shares require that member to dispose of the number of shares specified in the notice within the time specified in the notice (subject to the provisions of this constitution). If that member does not comply with such a notice within the time specified then the directors may:
- (a) cause the number of shares specified in the notice and held by that member (or any lesser number) to be sold by private treaty;





- (b) in the case of shares which are registered on a branch register, cause such shares to be transferred to the principal register without any request by or the consent of that member;
  - (c) appoint a person to execute on behalf of that member a transfer of any shares so sold and to receive and give a good discharge for the purchase money; and
  - (d) register the transfer of any shares so sold and issue a new certificate for such shares to the transferee, notwithstanding that the original certificate relating to such shares may not have been delivered to the company.
- X7.** A company must pay a member divested of the member's shares under provision **X6** all money paid by the transferee less the expenses of sale and any money presently payable by the member to the company, provided that the member has (before the payment of such money) delivered to the company for cancellation the certificate relating to such shares. If the member fails to deliver up such certificate, the company may:
- (a) refuse to pay the relevant proceeds of sale; and
  - (b) sue the member for recovery of the certificate and the member cannot in any such action deny or dispute (or be entitled to deny or dispute) the company's ownership and right to (or to possession of) any such certificate.
- X8.** The company must keep a register of the information received under provision **X4** which must be available for inspection by NSX or any member of the company without charge.

#### **TRANSMISSION OF SHARES**

- X9.** All limitations, restrictions and provisions of this constitution relating to the right to transfer and the registration or transfer of shares are applicable to any transfer or notice arising from the death or bankruptcy of a member as if that death or bankruptcy had not occurred and the transfer or notice was signed by that member.

#### **APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS**

- X10.(1)** A person is not eligible to be appointed as a director unless:
- (a) the person is of good fame and character and high business integrity;
- and following the person's appointment:
- (b) a majority of the directors of the company would be Australian residents; and
  - (c) (i) if there are four or fewer directors of the company, two of the directors would be Affiliates of the NSX;
  - (ii) in any other case, not less than one quarter of the directors of the company would be Affiliates of the NSX; or
  - (iii) as otherwise as provided by the NSX Rules.
- (2)** Each director who is not a Responsible Officer of the NSX must give an undertaking to the company and to NSX, in terms acceptable to NSX, requiring the director to







comply with and be bound by the NSX Rules to the extent necessary in connection with the stockbroking business to be conducted by the company.

- X11.** Subject to provision **X10**, the directors may at any time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number determined in accordance with this constitution.
  
- X12.** In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law, the office of a director becomes vacant if:  
.....
  - (x)** in the case of a director for the time being most recently appointed as a director, that director would no longer be eligible under paragraph (1) of provision **X10** to be appointed.

#### **PROCEEDINGS OF DIRECTORS**

- X13.** A director may, with the approval of the other directors, appoint a person (whether a member of the company or not) to be an alternate director in his or her place during such period as that director thinks fit and subject to that person having complied with the requirements of provision **X10** as if that person was a director.

#### **ASSOCIATE DIRECTORS**

- X14.** The directors may from time to time appoint any person to be an associate director with the right to vote at any meeting of directors subject to that person having complied with the requirements of provision **X10** and may from time to time terminate any such appointment.

#### **GENERAL**

- X15.** Notwithstanding any other provisions contained in this constitution, the company must at all times comply with, observe and give effect to the NSX Rules.





# ANNEXURE N-1 - UNDERTAKING FROM NON-RESPONSIBLE OFFICER DIRECTORS.

## Undertaking given by non-Responsible Officer director

To: National Stock Exchange of Australia Limited (ACN 000 902 063) ("NSX")

And to: \_\_\_\_\_  
insert name, \_\_\_\_\_  
address and \_\_\_\_\_ ("Participant")  
ACN of Applicant/  
Participant

I, \_\_\_\_\_  
(Insert full name of natural person)

\_\_\_\_\_  
(Insert position with Applicant/PO)

of \_\_\_\_\_,  
(Insert executive's address)

being a non-Responsible Officer director of the Participant undertake to the NSX and the Participant that while I continue to be a non- Responsible Officer director of the Participant I will, to the extent necessary in connection with the stockbroking business conducted by the Participant,

- comply with and be bound by the NSX Business Rules as amended from time to time; and
- comply with and be bound by the ASTC Business Rules as amended from time to time.

Signature of non- Responsible Officer director

Signature: _____
Date: ____/____/____

Signature of witness

Name: _____
Address: _____
Signature: _____





# ANNEXURE N-2 - UNDERTAKING FROM SUBSTANTIAL SHAREHOLDERS.

## Undertaking given by substantial shareholder

To: National Stock Exchange of Australia Limited (ACN 000 902 063) (“NSX”)

And to: \_\_\_\_\_ (“Participant”)  
insert name, address and ACN of Applicant/ Participant

I/we, \_\_\_\_\_  
insert full name (and ACN)  
of substantial shareholder)

of \_\_\_\_\_  
(Insert address),

being a substantial shareholder of the Participant or its holding entity within the meaning of S671B of the Corporations Act (if that Part applied to the Participant or its holding entity) undertake to NSX and the Participant that while I/we continue to be a substantial shareholder of the Participant I/we will, to the extent necessary in connection with the stockbroking business conducted by the Participant,

- comply with and be bound by the NSX Business Rules as amended from time to time; and
- comply with and be bound by the ASTC Business Rules as amended from time to time.

Signature of substantial shareholder or its duly authorised representative. Execution must be under seal if the substantial shareholder is an entity and it has a seal.

Signature: _____
Date: ____/____/____

Signature of witness

Name: _____
Address: _____
Signature: _____





# ANNEXURE N-3 - UNDERTAKING FROM PERSONS ENTITLED TO AT LEAST 10% OF THE NON\_VOTING SHARES.

## Undertaking given by persons entitled to at least 10% of the non-voting shares

To: National Stock Exchange of Australia Limited (ACN 000 902 063) (“NSX”)

And to: \_\_\_\_\_ (“Participant”)  
insert name, address and ACN of Applicant/Participant

I/we, \_\_\_\_\_  
insert full name  
(and ACN) of  
person entitled) \_\_\_\_\_

of \_\_\_\_\_  
(Insert address),

being a **person or entity entitled to at least 10% of the non-voting shares** of the Participant or its holding entity undertake to NSX and the Participant that while I/we continue to be a **person or entity entitled to at least 10% of the non-voting shares** of the Participant I/we will, to the extent necessary in connection with the stockbroking business conducted by the Participant,

- comply with and be bound by the NSX Business Rules as amended from time to time; and
- comply with and be bound by the ASTC Business Rules as amended from time to time.

Signature of person entitled or its duly authorised representative. Execution must be under seal if the entity has a seal.

Signature: _____
Date: ____/____/____

Signature of witness

Name: _____
Address: _____
Signature: _____





# ANNEXURE P - DESIGNATED TRADING REPRESENTATIVE REGISTRATION FORM

To: National Stock Exchange of Australia Limited (ACN 000 902 063) (“the Exchange”)

We,.....  
(insert name of Participant),

apply to the Exchange for.....  
(insert name of proposed Designated Trading Representative),

of.....  
(insert address),

(“the nominated person”) to be registered as a Designated Trading Representative (“DTR”) to deal in Securities for our organisation on NETS.

## Section 1 Statement by Nominated Person

To be completed by the Nominated Person.

I, ....., state that:

1. to the best of my knowledge and belief, the information contained in this application form is true and correct; and
2. if registered as a Designated Trading Representative, I will properly perform the responsibilities of a Designated Trading Representative and, in respect of dealings in Securities for my Participant, will comply with the Rules, procedures and practices of, and conditions imposed by, the Exchange.

Signed by the Nominated Person:

Signature

.....

Print Name

.....

Date

.....





## Section 2 Statement by Participant

To be completed by a Director on behalf of the Participant.

1. The Participant considers that the Nominated Person is qualified and capable of effectively discharging the functions of a Designated Trading Representative.
2. The Nominated Person is entitled to deal in Securities under:  
  
 as an authorised representative under our AFS Licence  
No:.....
3. The Nominated Person has demonstrated knowledge of the Dealing Rules and relevant procedures and practices of the Exchange.
4. To the best of our knowledge and belief, the information contained in this application form in relation to the Nominated Person is true and correct.
5. We have no reason to believe that the Nominated Person will not properly fulfil the duties and responsibilities of a Designated Trading Representative and comply with the Business Rules, procedures and practices of, and any conditions imposed by, the Exchange.

## Section 3 Annexure

The following Annexure is attached to this application:

### **Annexure A Copy of AFS Licence.**

Signed by a Director for and on behalf of .....  
[name of the Participant]:

Signature \*

.....

Print Name

.....

Date

.....

- \* Please note that the Director signing on behalf of the Participant must not be the Nominated Person.





## **ANNEXURE S - STATEMENT CONCERNING AGED FINANCIAL STATEMENTS (IF APPLICABLE)**

The signed report must state whether, in the opinion of the directors, after due enquiry in relation to the interval between the date to which the financial statements have been prepared and a date not earlier than 30 days before the date of this application:

- (a) any circumstances have arisen in relation to the business adversely affecting trading or the value of the assets or the ability to meet liabilities as they fall due;
- (b) the current assets appear in the balance sheet of the business at valuations which are believed to be realisable in the ordinary course of business; and
- (c) any liabilities of a contingent nature have arisen, including those arising by reason of any guarantee given by the applicant.

