



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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# ASIC Gazette

From 1 July 2012, lists of companies to be deregistered under s601AA and 601AB of the Corporations Act 2001 will be published on the Insolvency notices website at [insolvencynotices.asic.gov.au](http://insolvencynotices.asic.gov.au)

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#### RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review* (RG57) and Information Sheet *ASIC decisions – your rights* (INFO 9) to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at [www.asic.gov.au](http://www.asic.gov.au) or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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12-1538

**ASIC**

Australian Securities &amp; Investments Commission

**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** Actuate Advice Solutions Limited  
ACN 069 707 599 ("the Licensee")  
Level 18,  
50 Bridge Street  
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 231167 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 21 November 2012

Signed .....

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

12-1557

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this instrument under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 12-1557.

**Commencement**

3. This instrument commences on the day it is signed.

**Declaration**

4. Chapter 5C of the Act applies to UBS Global Asset Management (Australia) Ltd ACN 003 146 290 in its capacity as the responsible entity of the UBS IQ Research Preferred Australian Share Fund ARSN 159 571 534 as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] were modified or varied as follows:

- (a) after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with paragraph (2)(a) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

- (b) after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

Dated this 20<sup>th</sup> November 2012



Signed by Leah Quach  
as a delegate of the Australian Securities and Investments Commission



12-1566

**ASIC**

Australian Securities &amp; Investments Commission

**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** Primary Compass Limited  
ACN 129 159 182 ("the Licensee")  
13 Nairn Street  
Fremantle WA 6160

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 323380 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 16 November 2012

Signed .....

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

12-1583

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(a), 741(b) and 1020F(1)(c) –  
Declaration and Exemption**

**Enabling legislation**

1. The Australian Securities and Investments Commission (ASIC) makes this instrument under paragraphs 741(1)(a), 741(1)(b) and 1020F(1)(c) of the Corporations Act 2001 (the *Act*).

**Title**

2. This instrument is ASIC Instrument 12-1583.

**Commencement**

3. This instrument commences on the 12 November 2012.

**Declaration**

4. Chapter 6D of the act applies to Goodman Logistics (HK) Limited, a corporation incorporated in Hong Kong (*GLHK*) in relation to depository interests that represent an equitable interest in its securities that will be issued by a depository nominee as if the following provisions were omitted, modified or varied:

- (a) after subsection 700(3) insert:

*“Application to depository interests*

(3A) For the purposes of this Chapter, where the securities are depository interests:

- (a) the foreign body that issues, or offers to issue, the securities to which the depository interests relate is taken to be the person who offers the depository interests for issue; and
- (b) the foreign body that issues the securities to which the depository interests relate is taken to be the issuer of the depository interests; and
- (c) the depository interests are taken to be quoted securities.

(3B) In subsection (3A):

*depository interests*, in relation to the securities of a foreign body, means equitable interests issued for the sole purpose of enabling beneficial ownership of the securities to be recorded in and transferred through an electronic system.

*foreign body* means a body formed or incorporated outside of this jurisdiction.”; and

- (b) after section 703A, insert:

**“703B Application of this Chapter to depository interests**

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- (1) Despite anything in regulations made for the purposes of this Chapter, this Chapter applies to a depository interest covered by this section.
- (2) This Chapter applies in the following way to depository interests issued by a wholly-owned subsidiary (the depository nominee) of a market operator of a prescribed financial market in accordance with the operating rules of a prescribed CS facility in relation to securities of a foreign body:
  - (a) the depository nominee is taken not to offer the depository interests merely because of issuing the depository interests in accordance with the operating rules of the CS facility;
  - (b) the depository nominee is taken not to have issued the depository interests with a purpose referred to in paragraph 707(3)(b);
  - (c) the foreign body is taken not to have issued the securities with a purpose referred to in paragraph 707(3)(b) merely because it issued the securities to the depository nominee;
  - (d) a sale offer of depository interests on the financial market is:
    - (i) taken to be a sale offer of the securities of the foreign body to which the depository interests relate; and
    - (ii) taken not to be a sale offer of the depository interests;
  - (e) the depository interests are taken to be in the same class as the securities of the foreign body to which the depository interests relate.
- (3) In this section:

*depository interests*, in relation to the securities of a foreign body, means equitable interests issued for the sole purpose of enabling beneficial ownership of the securities to be recorded in and transferred through an electronic system.

*foreign body* means a body formed or incorporated outside this jurisdiction.

*prescribed CS facility* has the meaning given by section 761A.”

5. Part 7.9 of the Act applies in relation to GLHK CDIs as if section 1010A were modified or varied by, after subsection (2), inserting:

“(3) Despite anything in this Act, Division 2 of this Part and section 1017F do not apply to a depository interest covered by section 703B.”.

**Exemption**

6. GLHK does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738).

12-1583

**Where this instrument applies**

7. This instrument applies to any written offer for the issue of GLHK CDIs that complies with the requirements and conditions set out in ASIC Class Order [09-425] as if the following provisions of that class order were modified or varied as follows:
- (a) omit paragraph (d) in paragraph 7, substitute:
- “(d) no declaration under subsection 601CK(7) or exemption or waiver (however described) under the financial reporting laws of the kind set out in Chapter 2M of the Act applicable to the issuer in its place of origin, covered the issuer, or any person as director or auditor of the issuer, at any time in the shorter of the period during which the class was quoted, and during the period of 12 months before the day on which the offer is made;”;
- (b) omit subsubsubparagraph (f)(ii)(C) in paragraph 7, substitute:
- “(C) states that, as at the date of this notice, the issuer has complied with sections 601CK and 674 of the Act, and the financial reporting laws of the kind set out in Chapter 2M applicable to the issuer in its place of origin; and”;
- (c) in subparagraph (a) in paragraph 14 insert the following new definitions in the correct alphabetical order:
- “*ASX Settlement* means ASX Settlement Pty Limited.
- CDIs* means securities issued by CDN for the purpose of enabling beneficial ownership of securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.
- CDN* means CHES Depository Nominees Pty Limited.
- CHES* means Clearing House Electronic Subregister System.
- foreign body* means a body formed or incorporated outside of this jurisdiction.”; and
- (d) after subparagraph (h) in paragraph 14 insert:
- “(j) references to shares include CDIs which are held in relation to those shares.”.

**Interpretation**

8. In this instrument:
- ASX Settlement* means ASX Settlement Pty Limited
- CDI* means securities issued by CDN for the purpose of enabling beneficial ownership of securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.
- CDN* means CHES Depository Nominees Pty Limited.

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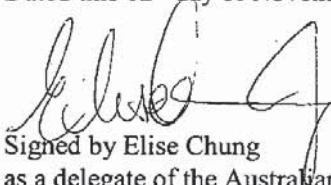
**CHES** means Clearing House Electronic Subregister System.

**foreign body** means a body formed or incorporated outside of this jurisdiction.

**GLHK CDIs** means a CDI referable to a fully paid ordinary share in GLHK, which is a component of a Goodman stapled security.

**Goodman stapled security** means an ordinary share in Goodman Group Limited ACN 000 123 071, an ordinary interest in Goodman Industrial Trust ARSN 091 213 839 and a GLHK CDI which on the terms on which each are to be traded, must only be transferred together.

Dated this 12<sup>th</sup> day of November 2012



Signed by Elise Chung  
as a delegate of the Australian Securities and Investments Commission



12-1607

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 1020F(1)(a) and 1020F(1)(c) – Exemption  
and Declaration**

**Enabling legislation**

- 1 The Australian Securities and Investments Commission makes this instrument under paragraphs 1020F(1)(a) and 1020F(1)(c) of the *Corporations Act 2001 (Act)*.

**Title**

- 2 This instrument is ASIC Instrument 12-1607.

**Commencement**

- 3 This instrument commences on 19 November 2012.

**Where this instrument applies**

- 4 This instrument applies to interests in a registered scheme while the interests are able to be traded on the financial market operated by ASX as AQUA Products (*Scheme*) where:
  - (a) for an interest in a Scheme for which a Product Disclosure Statement has been lodged with ASIC under section 1015B of the Act at the date of this instrument, the responsible entity discloses by publication on the responsible entity's website for the Scheme for the period until a Supplementary Product Disclosure Statement or a new Product Disclosure Statement that discloses the same is lodged with ASIC under section 1015B of the Act for an interest in that Scheme; or
  - (b) for an interest in a Scheme for which a Product Disclosure Statement has not been lodged with ASIC under section 1015B of the Act at the date of this instrument, each Product Disclosure Statement discloses,

the effect of the declaration under this instrument and until 1 March 2013 the exemption under this instrument.

**Declaration**

- 5 Part 7.9 of the Act applies to BlackRock Investment Management (Australia) Limited ACN 006 165 975 (*BlackRock*) in relation to a periodic statement required for a reporting period ending before 1 January 2014 in relation to interests in a Scheme as if subsection 1017D(5) were modified or varied as follows:
  - (a) after subsection 1017D(5) insert:

12-1607

"(5AA) In relation to an interest in a registered scheme, amounts disclosed in accordance with paragraphs (5)(a), (b), (c), (d), (e) and (g), may be based on:

- (a) for opening balances, closing balances or termination values:
  - (i) the net asset value per interest of the scheme on each transaction date or on the date of settlement of the transaction in a CS facility; or
  - (ii) the last market price for an interest of the scheme on each transaction date or on the date of settlement of the transaction in a CS facility,

as at the start and end of the reporting period respectively together with a clear explanation of how the values and the balances have been calculated based on the net asset value or last market price (as applicable), the reasons for, and the implications of applying that basis; and

- (b) for details of transactions in relation to the interest during the reporting period, increases in contributions in relation to the interest, return on investment and amounts paid by the holder during the reporting period in respect of the interest:
  - (i) where the amounts in paragraph (a) are based on the net asset value:
    - (A) the net asset value per interest of the scheme on each transaction date; or
    - (B) the net asset value per interest of the scheme on the date of settlement of the transaction in a CS facility;
  - (ii) where the amounts in paragraph (a) are based on the last market price:
    - (A) the last market price for an interest of the scheme on each transaction date; or
    - (B) the last market price for an interest of the scheme on the date of settlement of the transaction in a CS facility,

together with a clear explanation of how the amounts have been calculated based on the net asset value or last market price (as applicable) and the reasons for, and implications of applying that basis."

#### **Exemption**

- 6 BlackRock does not have to comply with subsection 1017D(1) of the Act in relation to an interest in the Scheme for each reporting period ending on or before 1 March 2013.

#### **Interpretation**

In this instrument:

*ASX* means ASX Limited ACN 008 624 691.

12-1607

*AQUA Products* has the same meaning given by the operating rules of ASX.

Dated this 19<sup>th</sup> day of November 2012.



Signed by Maan Beydoun  
as a delegate of the Australian Securities and Investments Commission

12-1609

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a),  
1020F(1)(a) and 1020F(1)(b) – Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 12-1609.

**Commencement**

3. This instrument commences on the date of gazettal.

**Exemptions**

4. Decmil Group Limited ACN 111 210 390 (the *issuer*) and any related body corporate (the *issuer*) do not have to comply with Parts 6D.2 and 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an eligible incentive plan offer;
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer.
5. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from:
  - (a) the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) the provision of a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
    - (ii) dealing in a financial product in the course or providing a custodial or depository service covered by subparagraph (i);
    - (iii) issuing a financial product under an eligible incentive plan offer; and
    - (iv) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product (by the issuer) occurs either:
      - (A) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
      - (B) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
  - (c) sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
6. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom such an offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met.

**Where this instrument applies**

7. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of ASIC Class Order [CO 03/184] (the *class order*) as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*, except the definitions of:

## 12-1609

- (i) “eligible offer” in paragraph 9 of the Interpretation; and
  - (ii) “offer document” in paragraph 15 of the Interpretation; and
- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of:

- (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
- (b) performance rights in relation to shares referred to in paragraph (a),

made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

## 12-1609

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
  - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (d) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a right to subscribe for and/or acquire one fully paid ordinary share in the capital of an issuer, where no consideration is payable for the exercise of the right to subscribe for and/or acquire such a share;”.

**Conditions**

8. The issuer can only rely on the exemptions in this instrument where the issuer complies with the conditions of the class order as expressed to apply to them in that capacity.

**Interpretation**

9. In this instrument:

*eligible incentive plan offer* means an offer for issue or sale of shares in the issuer, or of performance rights in relation to the shares, made under an arrangement known as the “Decmil Group Limited Performance Rights Plan”, the terms of which are substantially in the same form as those provided to ASIC on 26 September 2012.

Dated this 19<sup>th</sup> day of November 2012



Signed by Michelle Cobb  
as a delegate of the Australian Securities and Investments Commission

12-1621

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 1020F(1)(a) and 1020F(1)(c) – Exemption  
and Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this instrument under paragraphs 1020F(1)(a) and 1020F(1)(c) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 12-1621.

**Commencement**

3. This instrument commences on 21 November 2012.

**Where this instrument applies**

4. This instrument applies to interests in a registered scheme while the interests are able to be traded on the financial market operated by ASX as AQUA Products (*Scheme*) where:
  - (a) for an interest in a Scheme for which a Product Disclosure Statement has been lodged with ASIC under section 1015B of the Act at the date of this instrument, the responsible entity discloses by publication on the responsible entity's website for the Scheme for the period until a Supplementary Product Disclosure Statement or a new Product Disclosure Statement that discloses the same is lodged with ASIC under section 1015B of the Act for an interest in that Scheme; or
  - (b) for an interest in a Scheme for which a Product Disclosure Statement has not been lodged with ASIC under section 1015B of the Act at the date of this instrument, each Product Disclosure Statement discloses,

the effect of the declaration under this instrument and until 1 March 2013 the exemption under this instrument.

**Declaration**

5. Part 7.9 of the Act applies to Vanguard Investments Australia Ltd ACN 072 881 086 (*Vanguard*) in relation to a periodic statement required for a reporting period ending before 1 January 2014 in relation to interests in a Scheme as if subsection 1017D(5) were modified or varied as follows:
  - (a) after subsection 1017D(5) insert:



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"(5AA) In relation to an interest in a registered scheme, amounts disclosed in accordance with paragraphs (5)(a), (b), (c), (d), (e) and (g), may be based on:

- (a) for opening balances, closing balances or termination values:
  - (i) the net asset value per interest of the scheme on each transaction date or on the date of settlement of the transaction in a CS facility; or
  - (ii) the last market price for an interest of the scheme on each transaction date or on the date of settlement of the transaction in a CS facility,

as at the start and end of the reporting period respectively together with a clear explanation of how the values and the balances have been calculated based on the net asset value or last market price (as applicable), the reasons for, and the implications of applying that basis; and

- (b) for details of transactions in relation to the interest during the reporting period, increases in contributions in relation to the interest, return on investment and amounts paid by the holder during the reporting period in respect of the interest:
  - (i) where the amounts in paragraph (a) are based on the net asset value:
    - (A) the net asset value per interest of the scheme on each transaction date; or
    - (B) the net asset value per interest of the scheme on the date of settlement of the transaction in a CS facility;
  - (ii) where the amounts in paragraph (a) are based on the last market price:
    - (A) the last market price for an interest of the scheme on each transaction date; or
    - (B) the last market price for an interest of the scheme on the date of settlement of the transaction in a CS facility,

together with a clear explanation of how the amounts have been calculated based on the net asset value or last market price (as applicable) and the reasons for, and implications of applying that basis."

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**Exemption**

6. Vanguard does not have to comply with subsection 1017D(1) of the Act in relation to an interest in the Scheme for each reporting period ending on or before 1 March 2013.

**Interpretation**

In this instrument:

*AQUA Products* has the same meaning given by the operating rules of ASX.

*ASX* means ASX Limited ACN 008 624 691.

Dated this 21st day of November 2012



Signed by Wen Leung  
as a delegate of the Australian Securities and Investments Commission

12-1625

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a), and  
1020F(1)(a) – Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a), 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 12-1625.

**Commencement**

3. This instrument commences on the date of gazettal.

**Exemptions**

4. Apollo Minerals Limited ACN 125 222 924 (the *issuer*) and any related body corporate (the *issuer*) does not have to comply with Parts 6D.2 and 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an offer for issue or sale of shares in the issuer, or of performance rights in relation to the shares, made under an arrangement known as the “Apollo Minerals Limited Performance Rights Plan”, the terms of which are substantially in the same form as those provided to ASIC on 1 November 2012 (an *eligible incentive plan offer*);
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer.
5. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from:
  - (a) the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) the provision of a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
    - (ii) dealing in a financial product in the course or providing a custodial or depository service covered by subparagraph (i); and
    - (iii) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product (by the issuer) occurs either:
      - (A) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
      - (B) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
  - (c) sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
6. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer or the plan trustee) that a person to whom such an offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met.

**Where this instrument applies**

7. This instrument applies where the issuer and the plan trustee:
- (a) meet the requirements (including, for the avoidance of doubt, definitions) of ASIC Class Order [CO 03/184] (the *class order*) as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “offer document” in paragraph 15 of the Interpretation; and

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- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of:

- (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
- (b) performance rights in relation to shares referred to in paragraph (a),

made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
- (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and

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- (d) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a right to subscribe for and/or acquire one fully paid ordinary share in the capital of an issuer, where either no consideration or nominal consideration is payable for the exercise of the right to subscribe for and/or acquire such a share;”

**Conditions**

8. The issuer can only rely on the exemptions in this instrument where the issuer complies with the conditions of the class order as expressed to apply to them.

Dated this 21<sup>st</sup> day of November 2012



Signed by Aldona Baranowski  
as a delegate of the Australian Securities and Investments Commission

12-1626

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a), and  
1020F(1)(a) – Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a), 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 12-1626..

**Commencement**

3. This instrument commences on the date of gazettal.

**Exemptions**

4. Artemis Resources Limited ACN 107 051 749 (the *issuer*) and any related body corporate (the *issuer*) does not have to comply with Parts 6D.2 and 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an offer for issue or sale of shares in the issuer, or of performance rights in relation to the shares, made under an arrangement known as the “Artemis Resources Limited Performance Rights Plan”, the terms of which are substantially in the same form as those provided to ASIC on 1 November 2012 (an *eligible incentive plan offer*);
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer.
5. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from:
  - (a) the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) the provision of a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
    - (ii) dealing in a financial product in the course or providing a custodial or depository service covered by subparagraph (i); and
    - (iii) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product (by the issuer) occurs either:
      - (A) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
      - (B) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
  - (c) sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
6. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer or the plan trustee) that a person to whom such an offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met.

**Where this instrument applies**

7. This instrument applies where the issuer and the plan trustee:
- (a) meet the requirements (including, for the avoidance of doubt, definitions) of ASIC Class Order [CO 03/184] (the *class order*) as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “offer document” in paragraph 15 of the Interpretation; and



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- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of:

- (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
- (b) performance rights in relation to shares referred to in paragraph (a),

made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
- (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and

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- (d) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a right to subscribe for and/or acquire one fully paid ordinary share in the capital of an issuer, where either no consideration or nominal consideration is payable for the exercise of the right to subscribe for and/or acquire such a share;”

**Conditions**

8. The issuer can only rely on the exemptions in this instrument where the issuer complies with the conditions of the class order as expressed to apply to them.

Dated this 21<sup>st</sup> day of November 2012



Signed by Aldona Baranowski  
as a delegate of the Australian Securities and Investments Commission

12-1627

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a), and  
1020F(1)(a) – Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a), 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 12-1627.

**Commencement**

3. This instrument commences on the date of gazettal.

**Exemptions**

4. Hastings Rare Metals Limited ACN 122 911 399 (the *issuer*) and any related body corporate (the *issuer*) does not have to comply with Parts 6D.2 and 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an offer for issue or sale of shares in the issuer, or of performance rights in relation to the shares, made under an arrangement known as the “Hastings Rare Metals Limited Performance Rights Plan”, the terms of which are substantially in the same form as those provided to ASIC on 1 November 2012 (an *eligible incentive plan offer*);
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer.
5. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from:
  - (a) the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) the provision of a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
    - (ii) dealing in a financial product in the course or providing a custodial or depository service covered by subparagraph (i); and
    - (iii) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product (by the issuer) occurs either:
      - (A) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
      - (B) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
  - (c) sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
6. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer or the plan trustee) that a person to whom such an offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met.

**Where this instrument applies**

7. This instrument applies where the issuer and the plan trustee:
- (a) meet the requirements (including, for the avoidance of doubt, definitions) of ASIC Class Order [CO 03/184] (the *class order*) as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “offer document” in paragraph 15 of the Interpretation; and

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- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of:

- (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
- (b) performance rights in relation to shares referred to in paragraph (a),

made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
- (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and

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- (d) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a right to subscribe for and/or acquire one fully paid ordinary share in the capital of an issuer, where either no consideration or nominal consideration is payable for the exercise of the right to subscribe for and/or acquire such a share;”

**Conditions**

8. The issuer can only rely on the exemptions in this instrument where the issuer complies with the conditions of the class order as expressed to apply to them.

Dated this 21<sup>st</sup> day of November 2012



Signed by Aldona Baranowski  
as a delegate of the Australian Securities and Investments Commission

12-1628

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a), and  
1020F(1)(a) – Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a), 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 12-1628.

**Commencement**

3. This instrument commences on the date of gazettal.

**Exemptions**

4. Metal Bank Limited ACN 125 222 924 (the *issuer*) and any related body corporate (the *issuer*) does not have to comply with Parts 6D.2 and 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an offer for issue or sale of shares in the issuer, or of performance rights in relation to the shares, made under an arrangement known as the “Metal Bank Limited Performance Rights Plan”, the terms of which are substantially in the same form as those provided to ASIC on 1 November 2012 (an *eligible incentive plan offer*);
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer.
5. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from:
  - (a) the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) the provision of a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
    - (ii) dealing in a financial product in the course or providing a custodial or depository service covered by subparagraph (i); and
    - (iii) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product (by the issuer) occurs either:
      - (A) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
      - (B) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
  - (c) sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
6. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer or the plan trustee) that a person to whom such an offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met.

**Where this instrument applies**

7. This instrument applies where the issuer and the plan trustee:
- (a) meet the requirements (including, for the avoidance of doubt, definitions) of ASIC Class Order [CO 03/184] (the *class order*) as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “offer document” in paragraph 15 of the Interpretation; and



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- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:

“9. “eligible offer” means an offer for issue or sale of:

- (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
- (b) performance rights in relation to shares referred to in paragraph (a),

made under an employee share scheme extended only to eligible employees of the issuer;” and

- (c) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
- (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and

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- (d) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a right to subscribe for and/or acquire one fully paid ordinary share in the capital of an issuer, where either no consideration or nominal consideration is payable for the exercise of the right to subscribe for and/or acquire such a share;”

**Conditions**

8. The issuer can only rely on the exemptions in this instrument where the issuer complies with the conditions of the class order as expressed to apply to them.

Dated this 21<sup>st</sup> day of November 2012



Signed by Aldona Baranowski  
as a delegate of the Australian Securities and Investments Commission



12-1632

**ASIC**

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 – 601QA(1)(a), 741(1)(b) and 911A(2)(l) - Exemption**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 741(1)(b) and 911A(2)(l) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument [12-1632].

**Commencement**

3. This instrument commences on gazettal.

**Exemption**

4. Avia Aircraft Pty Ltd ACN 143 407 345 (*Avia*), Avia Airshares Pty Ltd ACN 143 407 434 (*Avia Airshares*) and any of its related bodies corporate of Avia and Avia Airshares (collectively the *Avia Entities*) do not have to comply with section 601ED of the Act in relation to the operation of an Avia Syndicate.
5. The Avia Entities do not have to comply with the requirement in section 911A of the Act to hold an Australian financial services licence for the provision of financial services in relation to an Avia Syndicate.

**Declaration**

6. ASIC declares that Chapter 6D of the Act applies to Avia Airshares and the holders of a security in Avia Syndicate as if Part 6D.2 and Part 6D.3 (except section 736) were omitted.

**Where this instrument applies**

7. This instrument applies where:
  - (a) if a Product Disclosure Statement is required to be given under Part 7.9 of the Act, an Avia Entity gives a Product Disclosure Statement to a person at or before the time an Avia Entity offers to issue an interest in the Avia Syndicate or offers to arrange for the issue of sale of an

interest the Avia Syndicate, or issues or sells an interest in the Avia Syndicate to the person;

- (b) the Product Disclosure Statement specified in paragraph 7(a) contains provisions to the following effect:
- (i) ~~an Avia Syndicate is not an investment product and is not intended to provide the person who holds the security with a financial return;~~
  - (ii) a security in an Avia Syndicate is likely to be illiquid because of the absence of a secondary market for the trading of the security;
  - (iii) description of the material terms and conditions of the Management Agreement, Sales Deposit Agreement, Share Purchase Agreement and Shareholders' Agreement;
  - (iv) no Avia Entity holds an Australian financial services licence under the Act for the provision of financial services in relation to an Avia Syndicate; and
  - (v) an Avia Syndicate is not registered as a managed investment scheme under the Act;
- (c) an Avia Entity ensures that any issue or sale of a security in an Avia Syndicate is repurchased by Avia Airshares at the option of a person who has acquired the security during a period of:
- (i) up to and including 90 days commencing on the date of entry into the Sales Deposit Agreement; and
  - (ii) up to and including 60 days commencing on Completion;
- as long as that person is not in default of the material terms and conditions of the:
- (iii) Sales Deposit Agreement for the period specified in subparagraph 7(c)(i); or
  - (iv) Share Purchase Agreement, Management Agreement and Shareholders' Agreement for the period specified in subparagraph 7(c)(ii);
- (d) if the person has decided not to proceed with acquiring a security in the Avia Syndicate by exercising a right under paragraph 7(c), the Avia Entity has returned any payment for that security promptly and without deducting any fees or expenses, except for those reasonable fees or expenses permitted under the Share Purchase Agreement;

- (e) the number of members of each Avia Syndicate does not exceed 16 persons; and
- (f) Avia establishes and maintains membership of an external dispute resolution scheme:
  - (i) in accordance with subparagraph 912A(2)(b)(i) of the Act as if it were a licensee subject to that subparagraph; and
  - (ii) that covers complaints in relation to an Avia Syndicate made by members in connection with the operation that Avia Syndicate.

### Interpretation

8. In this instrument:

*Avia Syndicate* means a managed investment scheme which confers rights and entitlements on a holder of a security in an Avia Entity to use, occupy or possess (except for illegal activities or for the purpose of providing transportation of passengers or cargo in air commerce for compensation or hire) for 2 or more periods for which the syndicate is to operate an aircraft, where:

- (a) the aircraft is, or monies to purchase the aircraft are, provided to an Avia Entity as consideration for the issue of securities in an Avia Syndicate with a view to those shares being transferred to persons wishing to use, occupy or possess the aircraft from time to time in accordance with the Shareholders' Agreement and Management Agreement;
- (b) the sale of the securities in an Avia Entity carried out in accordance with a Share Purchase Agreement and or the Shareholders' Agreement;
- (c) the management of the aircraft, including as to maintenance, repairs, scheduling and regulatory compliance, is carried out accordance with a Management Agreement.

*Completion* has the same meaning as in the Share Purchase Agreement.

*Management Agreement* means an agreement in respect of the management of an aircraft in substantially the same form as that provided to ASIC on 5 October 2012.

*Sales Deposit Agreement* means an agreement for the acquisition of securities on payment of a deposit in an Avia substantially the same form as that provided to ASIC on 5 October 2012 containing terms relating to confidentiality, due diligence and the holding of deposit money before a person commits to acquire security in an Avia Syndicate.

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***Share Purchase Agreement*** means an agreement in respect of the purchase of securities in an Avia Entity in substantially the same form as that provided to ASIC on 5 October 2012.

***Shareholders' Agreement*** means an agreement in respect of the rights and obligations of holders of a security in an Avia Entity in substantially the same form as that provided to ASIC on 5 October 2012

Dated this 23<sup>rd</sup> day of November 2012



Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission



12-1634

**ASIC**

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 – 601QA(1)(a), 741(1)(b) and 911A(2)(l) –Declaration,  
Exemption and Revocation**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 741(1)(b) and 911A(2)(l) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument [12-1634].

**Commencement**

3. This instrument commences on gazettal.

**Revocation**

4. ASIC revokes ASIC instrument [12-1632].

**Exemption**

5. Avia Aircraft Pty Ltd ACN 143 407 345 (*Avia*), Avia Airshares Pty Ltd ACN 143 407 434 (*Avia Airshares*) and any of its related bodies corporate or associated entities of Avia and Avia Airshares (collectively the *Avia Entities*) do not have to comply with section 601ED of the Act in relation to the operation of an Avia Syndicate.
6. The Avia Entities do not have to comply with the requirement in section 911A of the Act to hold an Australian financial services licence for the provision of financial services in relation to an Avia Syndicate.

**Declaration**

7. ASIC declares that Chapter 6D of the Act applies to Avia Airshares and the holders of a security in Avia Syndicate as if Part 6D.2 and Part 6D.3 (except section 736) were omitted.

**Where this instrument applies**

8. This instrument applies where:

- (a) if a Product Disclosure Statement is required to be given under Part 7.9 of the Act, an Avia Entity gives a Product Disclosure Statement to a person at or before the time an Avia Entity offers to issue an interest in the Avia Syndicate or offers to arrange for the issue or sale of an interest in the Avia Syndicate, or issues or sells an interest in the Avia Syndicate to the person;
- (b) the Product Disclosure Statement specified in paragraph 8(a) contains provisions to the following effect:
  - (i) an Avia Syndicate is not an investment product and is not intended to provide the person who holds the security with a financial return;
  - (ii) a security in an Avia Syndicate is likely to be illiquid because of the absence of a secondary market for the trading of the security;
  - (iii) description of the material terms and conditions of the Management Agreement, Sales Deposit Agreement, Share Purchase Agreement and Shareholders' Agreement;
  - (iv) no Avia Entity holds an Australian financial services licence under the Act for the provision of financial services in relation to an Avia Syndicate; and
  - (v) an Avia Syndicate is not registered as a managed investment scheme under the Act;
- (c) an Avia Entity ensures that any issue or sale of a security in an Avia Syndicate is repurchased by Avia Airshares at the option of a person who has acquired the security during a period of:
  - (i) up to and including 90 days commencing on the date of entry into the Sales Deposit Agreement; and
  - (ii) up to and including 60 days commencing on Completion;as long as that person is not in default of the material terms and conditions of the:
  - (iii) Sales Deposit Agreement for the period specified in subparagraph 8(c)(i); or



- (iv) Share Purchase Agreement, Management Agreement and Shareholders' Agreement for the period specified in subparagraph 8(c)(ii);
- (d) if the person has decided not to proceed with acquiring a security in the Avia Syndicate by exercising a right under paragraph 8(c), the Avia Entity has returned any payment for that security promptly and without deducting any fees or expenses, except for those reasonable fees or expenses permitted under the Share Purchase Agreement;
- (e) the number of members of each Avia Syndicate does not exceed 16 persons; and
- (f) Avia establishes and maintains membership of an external dispute resolution scheme:
  - (i) in accordance with subparagraph 912A(2)(b)(i) of the Act as if it were a licensee subject to that subparagraph; and
  - (ii) that covers complaints in relation to an Avia Syndicate made by members in connection with the operation of that Avia Syndicate.

### Interpretation

9. In this instrument:

*Avia Syndicate* means a managed investment scheme which confers rights and entitlements on a holder of a security in an Avia Entity to use, occupy or possess (except for illegal activities or for the purpose of providing transportation of passengers or cargo in air commerce for compensation or hire) for 2 or more periods for which the syndicate is to operate an aircraft, where:

- (a) the aircraft is, or monies to purchase the aircraft are, provided to an Avia Entity as consideration for the issue of securities in an Avia Syndicate with a view to those securities being transferred to persons wishing to use, occupy or possess the aircraft from time to time in accordance with the Shareholders' Agreement and Management Agreement;
- (b) the sale of the securities in an Avia Entity is carried out in accordance with a Share Purchase Agreement and or the Shareholders' Agreement;
- (c) the management of the aircraft, including as to maintenance, repairs, scheduling and regulatory compliance, is carried out accordance with a Management Agreement.

*Completion* has the same meaning as in the Share Purchase Agreement.

**Management Agreement** means an agreement in respect of the management of an aircraft in substantially the same form as that provided to ASIC on 5 October 2012.

**Sales Deposit Agreement** means an agreement in substantially the same form as that provided to ASIC on 5 October 2012 containing terms relating to confidentiality, due diligence and the holding of deposit money before a person commits to acquire a security in an Avia Syndicate.

**Share Purchase Agreement** means an agreement in respect of the purchase of securities in an Avia Entity in substantially the same form as that provided to ASIC on 5 October 2012.

**Shareholders' Agreement** means an agreement in respect of the rights and obligations of holders of a security in an Avia Entity in substantially the same form as that provided to ASIC on 5 October 2012.

Dated this 23<sup>rd</sup> day of November 2012



Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001  
Section 601CL(5)

ASIC has struck the foreign companies listed  
below off the register.

Dated this twenty-third day of November 2012

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

EGIS ROUTE-SCETAURROUTE	102 424 288
NZM DISESTABLISHMENT LIMITED	110 801 566
URANTIA FOUNDATION	056 218 270

CORPORATIONS ACT 2001  
Subsection 601CC(4)

ASIC has struck the registered Australian bodies listed below off the register.

Dated this twenty-third day of November 2012

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

TEAM HOMEGROWN FOUNDATION INC.

143 992 492

CORPORATIONS ACT 2001  
Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-third day of November 2012

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

BOEING US TRAINING AND FLIGHT SERVICES L.L.C.

106 026 920

GLIDEPATH LIMITED

065 210 540

TAYLOR & FRANCIS LIMITED

107 994 258

CORPORATIONS ACT 2001  
Subsection 601PB(2)

ASIC may deregister the managed investment schemes listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-third day of November 2012

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

QUEENSLAND FORESTRY TRUST

102 242 937

CORPORATIONS ACT 2001  
Subsection 601PA(3)

ASIC may deregister the managed investment scheme(s) listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-third day of November 2012

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

AUSTRALIAN DIVERSIFIED PROPERTY FUND	137 875 551
SA SHOPPING CENTRE TRUST	093 537 216
SOUTHLAND TRUST	093 537 547
TEA TREE PLAZA TRUST	093 537 645

Corporations Act 2001  
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

**AUSTRALIA ORIENTAL MINERALS NL** ACN 010 126 708 will change to a public company limited by shares. The new name will be **AO ENERGY LIMITED** ACN 010 126 708.

**EUREKA ENERGY LIMITED** ACN 116 829 139 will change to a proprietary company limited by shares. The new name will be **EUREKA ENERGY PTY LIMITED** ACN 116 829 139.

**MITTENMET LIMITED** ACN 141 010 906 will change to a proprietary company limited by shares. The new name will be **MITTENMET PTY LTD** ACN 141 010 906.

**SABRE GROUP LIMITED** ACN 064 054 511 will change to a proprietary company limited by shares. The new name will be **SABRE GROUP PTY LIMITED** ACN 064 054 511.

**HOWARD FLOREY INSTITUTE** ACN 124 316 310 will change to a proprietary company limited by shares. The new name will be **HOWARD FLOREY INSTITUTE PTY LTD** ACN 124 316 310.

**NATIONAL STROKE RESEARCH INSTITUTE** ACN 087 172 512 will change to a proprietary company limited by shares. The new name will be **NATIONAL STROKE RESEARCH INSTITUTE PTY LTD** ACN 087 172 512.

**THE MENTAL HEALTH RESEARCH INSTITUTE** ACN 101 228 451 will change to a proprietary company limited by shares. The new name will be **THE MENTAL HEALTH RESEARCH INSTITUTE PTY LTD** ACN 101 228 451.

**CANBERRA NEWSPAPERS LIMITED** ACN 008 431 070 will change to a proprietary company limited by shares. The new name will be **CANBERRA NEWSPAPERS PTY LIMITED** ACN 008 431 070.

**LANCASTER RESOURCES LIMITED** ACN 149 752 910 will change to a proprietary company limited by shares. The new name will be **LANCASTER RESOURCES PTY LTD** ACN 149 752 910.

**PLATINUM MORTGAGE SECURITIES (VIC) PTY LIMITED** ACN 158 339 372 will change to a public company limited by shares. The new name will be **PLATINUM MORTGAGE SECURITIES (VIC) LIMITED** ACN 158 339 372.

**JAPAN POWDER HAKUBA LIMITED** ACN 126 884 562 will change to a proprietary company limited by shares. The new name will be **JAPAN POWDER HAKUBA PTY LIMITED** ACN 126 884 562.

**NINE ENTERTAINMENT GROUP LIMITED** ACN 122 201 905 will change to a proprietary company limited by shares. The new name will be **NINE ENTERTAINMENT GROUP PTY LIMITED** ACN 122 201 905.