



ASIC

Australian Securities &
Investments Commission

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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 or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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15-0907

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(l)(a) and
1020F(1)(a) - Exemptions**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-0907.

Commencement

3. This instrument commences upon gazettal.

Exemptions

4. Horizon Housing Solutions Limited ACN 147 539 526 (the *Operator*) does not have to comply with section 601ED of the Act.
5. The Operator does not have to comply with the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.
6. The Operator does not have to comply with section 992AA of the Act.
7. The Operator does not have to comply with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9.

Where the exemptions apply

8. The exemption in paragraph 4 applies where the Operator operates a managed investment scheme (the *Scheme*) under which:
 - (a) an owner of real property appoints the Operator as the manager of their real property and enters into an agreement with the Operator for the purposes of compliance with the *National Rental Affordability Scheme Act 2008* (*NRASA*);
 - (b) owners of real property make their properties available to the Operator to rent to third parties in accordance with the terms of the *NRASA*;
 - (c) the Operator or the owners will be entitled to receive annual payments from the Federal government and State or Territory Governments under the *NRASA*, which may include the issue of individual or consolidated tax offset certificates by the Department to the Operator or to the owners of real property;

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- (d) the owners of real property under the Scheme will be entitled to receive rent from the tenants; and
 - (e) the Operator will distribute to the owners of real property under the Scheme the benefit of annual payments or tax offset certificates received by the Operator from the Federal government under the NRASA.
9. The exemption in paragraph 5 applies where the Operator issues or arranges to issue an interest in the Scheme and where the Operator offers to issue or to arrange for the issue of an interest in the Scheme.
10. The exemptions in paragraphs 6 and 7 apply where:
- (a) the Operator offers to issue or to arrange for the issue of an interest in the Scheme; or
 - (b) the Operator issues or arranges to issue an interest in the Scheme.

Conditions

11. The Operator must give a Disclosure Document to a person at or before the time the Operator offers to issue an interest in the Scheme or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
12. The Operator will notify ASIC that a Disclosure Document is in use.
13. The Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events as soon as practicable, and in any event within 5 business days, after the occurrence of the event:
- (a) a copy of the Disclosure Document is first given to someone;
 - (b) a change is made to fees and charges set out in the Disclosure Document; or
 - (c) an interest in the Scheme ceases to be available.
14. During the period of 7 years from the date of the Disclosure Document, the Operator must:
- (a) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and
 - (b) comply with any reasonable request from any other person for a copy of the Disclosure Document.
15. The Operator must keep a copy of the Disclosure Document for the period of 7 years after the date of the Disclosure Document.
16. The Operator or independent person appointed by the Operator must maintain a trust account in which any annual payments received from the Federal and State

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or Territory governments under the NRAS must be held pending the distribution to the owners of the real property under the Scheme.

17. The Operator or an independent person appointed by the Operator must retain copies of any notification given by the Department to the Operator of:
- (a) the annual payments made or to be made by the Federal government to the owners of real property under the NRASA; and
 - (b) the tax offset certificates issued by the Department directly to the relevant owners of real property,
- for the period of 7 years after the date of the Disclosure Document.
18. The Operator must, within 5 business days from when the Operator became or should reasonably have become aware of matters that give it reason to believe that it failed or is likely to fail to comply with a condition of this instrument, notify full particulars of that failure to ASIC (to the extent that the Operator knows, or reasonably should know, of those particulars or would have known them if it had undertaken reasonable enquiries).

Cessation of instrument

19. This instrument ceases to apply if paragraph 18 of the Conditions is not complied with.

Interpretation

For the purpose of this instrument:

Department means the Department of Social Services, its successor or any other body that performs similar functions for the purposes of the NRASA.

Disclosure Document means a document which must include the following:

- (a) Confirmation from the Operator that individual tax offset certificates may be issued by the Department directly to owners of real property in substitution for annual payment by the Federal Government available under the NRAS and that the Operator or an independent person appointed by the Operator will keep copies of any notification given by the Department to the Operator of:
 - (i) the annual payments made or to be made by the Federal Government to the owners of the real property under NRAS; and
 - (ii) the tax offset certificates issued by the Department directly to the relevant owners of real property in substitution for the annual payment by the Federal Government available under the NRAS,for the period of 7 years after the date of the Disclosure Document;
- (b) Confirmation from the Operator that all annual payments received from the Federal and State or Territory Governments under the NRAS will be held in the

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Operator's trust account or an independent third party trust account pending the distribution to the owners of the real property under the Scheme.

- (c) confirmation from the Operator that it has been approved by the Department to receive rental incentives as part of the National Rental Affordability Scheme and details of any requirements for that approval;
- (d) the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;
- (e) a description of the Scheme;
- (f) a description of the main features of the interests in the Scheme;
- (g) details of the main terms and conditions of the offer;
- (h) a description of how the Scheme will generate returns for investors;
- (i) a description of the Operator and its credentials in operating the Scheme;
- (j) a description of the credentials of any person engaged by the Operator to provide services for the Scheme on the Operator's behalf;
- (k) provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to Class Order [CO 02/303], 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 Instrument Act 2003, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
- (l) a prominent statement to the effect that a person should consider whether to consult:
 - (i) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - (ii) a taxation adviser; and
 - (iii) a lawyer,

before making a decision to become a member of the Scheme.

Dated this 22nd day of December 2015



Signed by Tony Tran
as delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

15-1135

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Forex Commercial Limited
ARBN 114 368 973 ("the Licensee")
Last notified Australian office address:
Region4 Pty Ltd
3 Wandarri Court
CHELTENHAM VIC 3192

Pursuant to section 915B(3)(a) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 291881 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 December 2015

Signed

A handwritten signature in cursive script that reads "John Connor".

John Connor

A delegate of the Australian Securities and Investments Commission

15-1173

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 911A(2)(l) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-1173.

Commencement

3. This instrument commences on gazettal.

Exemption

4. Liquidnet Asia Limited, a company incorporated in Hong Kong (*Company*), is exempt from the requirement to hold an Australian financial services licence in relation to the provision of financial services specified in paragraph 1 of Schedule B of the class order in this jurisdiction to wholesale clients.

Where this instrument applies

5. This instrument applies where the Company meets the requirements specified in Schedules A (except for paragraphs (d), (e) and (f)) and B of the class order.

Conditions

6. The Company must take reasonable steps to comply with the requirements specified in Schedule C of the class order.

Where this instrument ceases to apply

7. This instrument ceases to apply if both of the following are satisfied:
 - (a) the Company becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C of the class order; and

- (b) the Company has not provided full particulars of the failure to ASIC (to the extent that the Company knows those particulars or would have known them if it had undertaken reasonable enquiries) within 15 business days after the Company became so aware or should reasonably have become so aware.

Interpretation

8. In this instrument:

class order means ASIC Class Order [CO 03/1103] as in force on the date of the instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*.

wholesale client has the meaning given by section 761G of the Act.

Dated this 22nd day of December 2015



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

15-1182

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(l)(a) and
1020F(1)(a) - Exemptions**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-1182.

Commencement

3. This instrument commences upon gazettal.

Exemptions

4. Horizon Housing Company Limited ACN 061 035 050 (the *Operator*) does not have to comply with section 601ED of the Act.
5. The Operator does not have to comply with the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.
6. The Operator does not have to comply with section 992AA of the Act.
7. The Operator does not have to comply with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9.

Where the exemptions apply

8. The exemption in paragraph 4 applies where the Operator operates a managed investment scheme (the *Scheme*) under which:
 - (a) owners of real property make their properties available to the Operator to rent to third parties in accordance with the terms of the *National Rental Affordability Scheme Act 2008 (NRASA)*;
 - (b) the Operator or the owners will be entitled to receive annual payments from the Federal government and State or Territory Governments under the NRASA, which may include the issue of individual or consolidated tax offset certificates by the Department to the Operator or to the owners of real property;
 - (c) the owners of real property under the Scheme will be entitled to receive rent either from the tenants or the Operator; and

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- (d) the Operator will distribute to the owners of real property under the Scheme the benefit of any annual payments or tax offset certificates received by the Operator from the Federal government under the NRASA.
9. The exemption in paragraph 5 applies where the Operator issues or arranges to issue an interest in the Scheme and where the Operator offers to issue or to arrange for the issue of an interest in the Scheme.
10. The exemptions in paragraphs 6 and 7 apply where:
- (a) the Operator offers to issue or to arrange for the issue of an interest in the Scheme; or
 - (b) the Operator issues or arranges to issue an interest in the Scheme.

Conditions

11. The Operator must give a Disclosure Document to a person at or before the time the Operator offers to issue an interest in the Scheme or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
12. The Operator will notify ASIC that a Disclosure Document is in use.
13. The Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events as soon as practicable, and in any event within 5 business days, after the occurrence of the event:
- (a) a copy of the Disclosure Document is first given to someone;
 - (b) a change is made to fees and charges set out in the Disclosure Document;
 - (c) an interest in the Scheme ceases to be available; or
 - (d) any changes to any other payments that the investors in the Scheme may benefit from, including, but not limited to, any payments from any department or agency of an Australian State or Territory Government or any other government or similar agency.
14. During the period of 7 years from the date of the Disclosure Document, the Operator must:
- (a) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and
 - (b) comply with any reasonable request from any other person for a copy of the Disclosure Document.
15. The Operator must keep a copy of the Disclosure Document for the period of 7 years after the date of the Disclosure Document.

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16. The Operator or independent person appointed by the Operator must maintain a trust account in which any annual payments received from the Federal and State or Territory governments under the NRAS must be held pending the distribution to the owners of the real property under the Scheme.
17. The Operator or an independent person appointed by the Operator must retain copies of any notification given by the Department to the Operator of:
 - (a) the annual payments made or to be made by the Federal government to the owners of real property under the NRASA; and
 - (b) the tax offset certificates issued by the Department directly to the relevant owners of real property,for the period of 7 years after the date of the Disclosure Document.
18. The Operator must, within 5 business days from when the Operator became or should reasonably have become aware of matters that give it reason to believe that it failed or is likely to fail to comply with a condition of this instrument, notify full particulars of that failure to ASIC (to the extent that the Operator knows, or reasonably should know, of those particulars or would have known them if it had undertaken reasonable enquiries).

Cessation of instrument

19. This instrument ceases to apply if paragraph 18 of the Conditions is not complied with.

Interpretation

For the purpose of this instrument:

Department means the Department of Social Services, its successor or any other body that performs similar functions for the purposes of the NRASA.

Disclosure Document means a document which must include the following:

- (a) Confirmation from the Operator that individual tax offset certificates may be issued by the Department directly to owners of real property in substitution for annual payment by the Federal Government available under the NRAS and that the Operator or an independent person appointed by the Operator will keep copies of any notification given by the Department to the Operator of:
 - (i) the annual payments made or to be made by the Federal Government to the owners of the real property under NRAS; and
 - (ii) the tax offset certificates issued by the Department directly to the relevant owners of real property in substitution for the annual payment by the Federal Government available under the NRAS,for the period of 7 years after the date of the Disclosure Document;

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- (b) Confirmation from the Operator that all annual payments received from the Federal and State or Territory Governments under the NRAS will be held in the Operator's trust account or an independent third party trust account pending the distribution to the owners of the real property under the Scheme.
- (c) confirmation from the Operator that it has been approved by the Department to receive rental incentives as part of the National Rental Affordability Scheme and details of any requirements for that approval;
- (d) the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;
- (e) a description of the Scheme;
- (f) a description of the main features of the interests in the Scheme;
- (g) details of the main terms and conditions of the offer;
- (h) a description of how the Scheme will generate returns for investors;
- (i) a description of the Operator and its credentials in operating the Scheme;
- (j) a description of the credentials of any person engaged by the Operator to provide services for the Scheme on the Operator's behalf;
- (k) provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to Class Order [CO 02/303], 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 Instrument Act 2003, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
- (l) a prominent statement to the effect that a person should consider whether to consult:
 - (i) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - (ii) a taxation adviser; and
 - (iii) a lawyer,before making a decision to become a member of the Scheme.

Dated this 22nd day of December 2015



Signed by Tony Tran
as delegate of the Australian Securities and Investments Commission

15-1185

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(l)(a) and
1020F(1)(a) – Exemptions**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-1185.

Commencement

3. This instrument commences upon gazettal.

Exemptions

4. Horizon Housing Company Limited ACN 061 035 050 (the *Operator*) does not have to comply with section 601ED of the Act.
5. The Operator does not have to comply with the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.
6. The Operator does not have to comply with section 992AA of the Act.
7. The Operator does not have to comply with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9.

Where the exemptions apply

8. The exemption in paragraph 4 applies where the Operator operates a managed investment scheme (the *Scheme*) under which:
 - (a) An owner of real property appoints the Operator as the manager of their real property and enters into an agreement with the Operator for the purposes of compliance with the *National Rental Affordability Scheme Act 2008 (NRASA)*;
 - (b) owners of real property make their properties available to the Operator to rent to third parties in accordance with the terms of the NRASA;
 - (c) the Operator or the owners will be entitled to receive annual payments from the Federal government and State or Territory Governments under the NRASA, which may include the issue of individual or consolidated

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- tax offset certificates by the Department to the Operator or to the owners of real property;
- (d) the owners of real property under the Scheme will be entitled to receive rent from the tenants; and
 - (e) the Operator will distribute to the owners of real property under the Scheme the benefit of annual payments or tax offset certificates received by the Operator from the Federal government under the NRASA.
9. The exemption in paragraph 5 applies where the Operator issues or arranges to issue an interest in the Scheme and where the Operator offers to issue or to arrange for the issue of an interest in the Scheme.
10. The exemptions in paragraphs 6 and 7 apply where:
- (a) the Operator offers to issue or to arrange for the issue of an interest in the Scheme; or
 - (b) the Operator issues or arranges to issue an interest in the Scheme.

Conditions

11. The Operator must give a Disclosure Document to a person at or before the time the Operator offers to issue an interest in the Scheme or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
12. The Operator will notify ASIC that a Disclosure Document is in use.
13. The Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events as soon as practicable, and in any event within 5 business days, after the occurrence of the event:
- (a) a copy of the Disclosure Document is first given to someone;
 - (b) a change is made to fees and charges set out in the Disclosure Document;
 - (c) an interest in the Scheme ceases to be available; or
 - (d) any changes to any other payments that the investors in the Scheme may benefit from, including, but not limited to, any payments from any department or agency of an Australian State or Territory Government or any other government or similar agency.
14. During the period of 7 years from the date of the Disclosure Document, the Operator must:
- (a) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and

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- (b) comply with any reasonable request from any other person for a copy of the Disclosure Document.
15. The Operator must keep a copy of the Disclosure Document for the period of 7 years after the date of the Disclosure Document.
16. The Operator or independent person appointed by the Operator must maintain a trust account in which any annual payments received from the Federal and State or Territory governments under the NRAS must be held pending the distribution to the owners of the real property under the Scheme.
17. The Operator or an independent person appointed by the Operator must retain copies of any notification given by the Department to the Operator of:
- (a) the annual payments made or to be made by the Federal government to the owners of real property under the NRASA; and
 - (b) the tax offset certificates issued by the Department directly to the relevant owners of real property,
- for the period of 7 years after the date of the Disclosure Document.
18. The Operator must, within 5 business days from when the Operator became or should reasonably have become aware of matters that give it reason to believe that it failed or is likely to fail to comply with a condition of this instrument, notify full particulars of that failure to ASIC (to the extent that the Operator knows, or reasonably should know, of those particulars or would have known them if it had undertaken reasonable enquiries).

Cessation of instrument

19. This instrument ceases to apply if paragraph 18 of the Conditions is not complied with.

Interpretation

For the purpose of this instrument:

Department means the Department of Social Services, its successor or any other body that performs similar functions for the purposes of the NRASA.

Disclosure Document means a document which must include the following:

- (a) Confirmation from the Operator that individual tax offset certificates may be issued by the Department directly to owners of real property in substitution for annual payment by the Federal Government available under the NRAS and that the Operator or an independent person appointed by the Operator will keep copies of any notification given by the Department to the Operator of:
 - (i) the annual payments made or to be made by the Federal Government to the owners of the real property under NRAS; and

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- (ii) the tax offset certificates issued by the Department directly to the relevant owners of real property in substitution for the annual payment by the Federal Government available under the NRAS,
for the period of 7 years after the date of the Disclosure Document;
- (b) Confirmation from the Operator that all annual payments received from the Federal and State or Territory Governments under the NRAS will be held in the Operator's trust account or an independent third party trust account pending the distribution to the owners of the real property under the Scheme.
- (c) confirmation from the Operator that it has been approved by the Department to receive rental incentives as part of the National Rental Affordability Scheme and details of any requirements for that approval;
- (d) the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;
- (e) a description of the Scheme;
- (f) a description of the main features of the interests in the Scheme;
- (g) details of the main terms and conditions of the offer;
- (h) a description of how the Scheme will generate returns for investors;
- (i) a description of the Operator and its credentials in operating the Scheme;
- (j) a description of the credentials of any person engaged by the Operator to provide services for the Scheme on the Operator's behalf;
- (k) provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to Class Order [CO 02/303], 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 Instrument Act 2003, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
- (l) a prominent statement to the effect that a person should consider whether to consult:
 - (i) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - (ii) a taxation adviser; and
 - (iii) a lawyer,

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before making a decision to become a member of the Scheme.

Dated this 22nd day of December 2015

A handwritten signature in black ink, appearing to read 'Tony Tran', with a long horizontal stroke extending to the right.

Signed by Tony Tran
as delegate of the Australian Securities and Investments Commission

15-1186

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(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 601QA(1)(a), 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-1186.

Commencement

3. This instrument commences upon gazettal.

Exemptions

4. Horizon Housing Company Limited ACN 061 035 050 (the *Operator*) does not have to comply with section 601ED of the Act.
5. The Operator does not have to comply with the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.
6. The Operator does not have to comply with section 992AA of the Act.
7. The Operator does not have to comply with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9.

Where the exemptions apply

8. The exemption in paragraph 4 applies where the Operator operates a managed investment scheme (the *Scheme*) under which:
 - (a) owners of real property make their properties available to the Operator to rent to third parties in accordance with the terms of the *National Rental Affordability Scheme Act 2008* (*NRASA*);
 - (b) the Operator or the owners will be entitled to receive annual payments from the Federal government and State or Territory Governments under the NRASA, which may include the issue of individual or consolidated tax offset certificates by the Department to the Operator or to the owners of real property;
 - (c) the owners of real property under the Scheme will be entitled to receive rent from the tenants; and

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- (d) the Operator will distribute to the owners of real property under the Scheme the benefit of any annual payments or tax offset certificates received by the Operator from the Federal government under the NRASA.
9. The exemption in paragraph 5 applies where the Operator issues or arranges to issue an interest in the Scheme and where the Operator offers to issue or to arrange for the issue of an interest in the Scheme.
10. The exemptions in paragraphs 6 and 7 apply where:
- (a) the Operator offers to issue or to arrange for the issue of an interest in the Scheme; or
 - (b) the Operator issues or arranges to issue an interest in the Scheme.

Conditions

11. The Operator must give a Disclosure Document to a person at or before the time the Operator offers to issue an interest in the Scheme or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
12. The Operator will notify ASIC that a Disclosure Document is in use.
13. The Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events as soon as practicable, and in any event within 5 business days, after the occurrence of the event:
- (a) a copy of the Disclosure Document is first given to someone;
 - (b) a change is made to fees and charges set out in the Disclosure Document;
 - (c) an interest in the Scheme ceases to be available; or
 - (d) any changes to any other payments that the investors in the Scheme may benefit from, including, but not limited to, any payments from any department or agency of an Australian State or Territory Government or any other government or similar agency.
14. During the period of 7 years from the date of the Disclosure Document, the Operator must:
- (a) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and
 - (b) comply with any reasonable request from any other person for a copy of the Disclosure Document.
15. The Operator must keep a copy of the Disclosure Document for the period of 7 years after the date of the Disclosure Document.

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16. The Operator or independent person appointed by the Operator must maintain a trust account in which any annual payments received from the Federal and State or Territory governments under the NRAS must be held pending the distribution to the owners of the real property under the Scheme.
17. The Operator or an independent person appointed by the Operator must retain copies of any notification given by the Department to the Operator of:
 - (a) the annual payments made or to be made by the Federal government to the owners of real property under the NRASA; and
 - (b) the tax offset certificates issued by the Department directly to the relevant owners of real property,for the period of 7 years after the date of the Disclosure Document.
18. The Operator must, within 5 business days from when the Operator became or should reasonably have become aware of matters that give it reason to believe that it failed or is likely to fail to comply with a condition of this instrument, notify full particulars of that failure to ASIC (to the extent that the Operator knows, or reasonably should know, of those particulars or would have known them if it had undertaken reasonable enquiries).

Cessation of instrument

19. This instrument ceases to apply if paragraph 18 of the Conditions is not complied with.

Interpretation

For the purpose of this instrument:

Department means the Department of Social Services, its successor or any other body that performs similar functions for the purposes of the NRASA.

Disclosure Document means a document which must include the following:

- (a) Confirmation from the Operator that individual tax offset certificates may be issued by the Department directly to owners of real property in substitution for annual payment by the Federal Government available under the NRAS and that the Operator or an independent person appointed by the Operator will keep copies of any notification given by the Department to the Operator of:
 - (i) the annual payments made or to be made by the Federal Government to the owners of the real property under NRAS; and
 - (ii) the tax offset certificates issued by the Department directly to the relevant owners of real property in substitution for the annual payment by the Federal Government available under the NRAS,

for the period of 7 years after the date of the Disclosure Document;

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- (b) Confirmation from the Operator that all annual payments received from the Federal and State or Territory Governments under the NRAS will be held in the Operator's trust account or an independent third party trust account pending the distribution to the owners of the real property under the Scheme.
- (c) confirmation from the Operator that it has been approved by the Department to receive rental incentives as part of the National Rental Affordability Scheme and details of any requirements for that approval;
- (d) the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;
- (e) a description of the Scheme;
- (f) a description of the main features of the interests in the Scheme;
- (g) details of the main terms and conditions of the offer;
- (h) a description of how the Scheme will generate returns for investors;
- (i) a description of the Operator and its credentials in operating the Scheme;
- (j) a description of the credentials of any person engaged by the Operator to provide services for the Scheme on the Operator's behalf;
- (k) provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to Class Order [CO 02/303], 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 Instrument Act 2003, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
- (l) a prominent statement to the effect that a person should consider whether to consult:
 - (i) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - (ii) a taxation adviser; and
 - (iii) a lawyer,before making a decision to become a member of the Scheme.

Dated this 22nd day of December 2015


Signed by Tony Tran
as delegate of the Australian Securities and Investments Commission

15-1198

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-1198.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to Brookfield Australia Funds Management Limited ACN 104 643 629 (the *responsible entity*) in its capacity as the responsible entity of the Brookfield Onyx Property Trust ARSN 087 393 646 (the *Scheme*) as if section 601FL were modified or varied as follows:

- (a) omit subsection 601FL(1) and substitute the following text:

"(1) If the responsible entity of a registered scheme wants to retire, it must either:

- (a) call a members' meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
- (b) where the scheme only has one member (*single member*), propose a company (*proposed responsible entity*) to be the new responsible entity in accordance with subsection (1A).";

- (b) after subsection 601FL(1), insert:

"(1A) The responsible entity can retire and the proposed responsible entity can become the new responsible entity if all of the following requirements are met:

- (a) the proposed responsible entity must provide its consent in writing to become the scheme's responsible entity;

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- (b) the single member must consent in writing to the retirement of the responsible entity and the appointment of the proposed responsible entity as the new responsible entity;
 - (c) as soon as practicable and in any event within 2 business days after the single member has given its written consent, the responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity;
 - (d) if the current responsible entity does not lodge the notice required by paragraph (c), the proposed responsible entity may lodge that notice; and
 - (e) ASIC must comply with the notice when it is lodged.
- (1B) The responsible entity must arrange for a vote within a reasonable time under paragraph (1)(a) on the choice of the proposed responsible entity, unless the single member gives their prior consent in writing to choose the proposed responsible entity without a meeting being held under paragraph (1)(a)."

Where this declaration applies

5. This instrument applies where:

- (a) Brookfield Funds Management Limited ACN 105 371 917, as responsible entity of the Brookfield Australia Property Trust ARSN 106 643 387, is the only member of the Scheme; and
- (b) Brookfield Capital Management Limited ACN 094 936 866 has consented in writing to become the new responsible entity of the Scheme.

6. This declaration ceases to apply on 30 June 2016.

Dated this 18th day of December 2015



Signed by Junghee Ryu
as a delegate of the Australian Securities and Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

PART 9.4AA OF THE CORPORATIONS ACT 2001
INFRINGEMENT NOTICE**To:**

Living Cell Technologies Limited
ACN 104 028 042
Suite 806 Level 8
70 Pitt Street
SYDNEY NSW 2000

TAKE NOTICE: The Australian Securities and Investments Commission (**ASIC**) hereby issues an Infringement Notice to Living Cell Technologies Limited ACN 104 028 042 (**LCT**) under subsection 1317DAC(1) of the Corporations Act 2001 (**the Act**). This Infringement Notice requires LCT to:

- (i) Pay a penalty to ASIC, on behalf of the Commonwealth, in the sum of \$33,000 (**the Penalty**).

This Infringement Notice is issued on **16 December 2015**.

Referral from the Australian Securities Exchange (ASX)

This matter arose as a result of a referral from the ASX to ASIC.

DETAILS OF THE ALLEGED CONTRAVENTION**The Facts**

LCT is an Australasian biotechnology company that develops cell therapies to treat diseases such as type 1 diabetes and Parkinson's disease. LCT's research and development operations are based in New Zealand.

LCT is quoted on the ASX and also quoted on the OTCQX under the code LVCLY. OTCQX is a financial market operating in the United States of America.

Prior to the period 2:07pm (all times are Australian eastern standard times) on Friday 12 June 2015 to 7:10pm on Sunday 14 June 2015 (**Relevant Period**), LCT was conducting a Phase I/IIa study of NTCELL, an experimental regenerative cell therapy being studied as a disease-modifying agent in Parkinson's disease.

At an LCT Board meeting on 18 February 2015 the NTCELL clinical study was discussed. It was noted that, "12 week data on Patient 4 would be reported on 3 March 2015. 26 week data would be available on completion on 2 June. On that date, the Scientific Advisory Board would meet to consider the trial data and to develop the extract for the June presentation in San Diego. It was noted that all announcements would be aligned to comply with ASX Listing Rules, thereby ensuring that ASX was the first to receive an announcement".

On 4 June 2015, the final patient (Patient 4) was assessed and the results were collected that afternoon and forwarded to the statistician that night.

On 5 June 2015, the results were received back from the statistician.

At 2:07pm (4:07pm NZST) on Friday 12 June 2015 an email was sent by the Chief Executive Officer of LCT (**CEO**) to a New Zealand based investor of LCT (**Investor**), attaching a copy of an announcement titled "*NTCELL Clinical Study in Parkinson's Meets Endpoints*" (**Proposed Announcement**), a copy of the NTCELL Poster to be presented at the International Congress of Parkinson's Disease and Movement Disorders and information regarding an investor call to discuss the Phase I/IIa study findings. (**Relevant Email**).

The Relevant Email and its attachments were also sent to six other interested parties, all being New Zealand based investors of LCT.

The Proposed Announcement was identical in all material respects to the announcement (**Announcement**) released on the ASX Market Announcements platform by LCT on 15 June 2015.

On the afternoon of 12 June 2015, the Investor telephoned the ASX and advised them that he had received the Relevant Email and felt that trading should be suspended.

At 3:18pm on 12 June 2015 the Investor forwarded the Relevant Email to the ASX.

At 3:30pm on 12 June 2015 the ASX reviewed LCT's trading and consequently placed LCT's securities into a pre-noticed received session state to halt trading.

At approximately 3:40pm on 12 June 2015, the ASX contacted LCT regarding the Relevant Email (including the Proposed Announcement) and instructed LCT to request a trading halt.

At 4:14pm on 12 June 2015 LCT requested a trading halt from the ASX pursuant to ASX Listing Rule 17.1.

At 4:28pm a Trading Halt Market Release along with LCT's letter requesting the trading halt, was released on the ASX Market Announcements Platform.

At 7:10pm on Sunday 14 June 2015, the ASX received the Announcement from LCT.

At 8:54am on Monday 15 June 2015 the Announcement was released on the ASX Market Announcements Platform, ending the trading halt.

On 20 July 2015, in its response to an ASX query, LCT stated that it became aware of the Information at 2:20pm on Friday 12 June 2015 as follows:

"At 4:20pm, New Zealand time, the Committee (excluding the Company Secretary who was not available) determined that there was sufficient certainty regarding the results of the study to permit an ASX Announcement to be released on the Monday, as planned".

On 29 July 2015, in a response to an ASX Aware Query Letter, LCT stated the following:

"The Company did not make any Announcement prior to 15 June which disclosed the information. The information was not released to the market at an earlier time as the Company planned to release the Announcement to ASX on 15 June so that this would occur after trade in the Company's ADRs had ceased on OTCQX on 12 June so as not to pre-empt trade on ASX, and prior to the release of the results to the Congress of Parkinson's Disease Movement Disorders in California..... At the time, the Company did not consider that it was obliged to release the information any earlier".

The Contravention

This Infringement Notice has been issued because ASIC has reasonable grounds to believe that LCT contravened subsection 674(2) of the Act in the Relevant Period:

- (a) LCT is an entity to which subsection 674(2) of the Act applies.
- (b) By 2.07pm (Australian eastern standard time) on Friday 12 June 2015, LCT was aware of the results from a Phase I/IIa clinical study of NTCELL, as described in the Announcement (being an announcement made by LCT to ASX dated 15 June 2015 titled "*NTCELL Clinical Study in Parkinson's Meets Endpoints*") (**Information**).
- (c) The Information was information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities of LCT, because:
 - i. *"The study, conducted in four patients in New Zealand, met its primary endpoint of safety, showing NTCELL implantation was well tolerated, with no adverse events considered to be related to NTCELL. NTCELL implantation also improved clinical features of Parkinson's disease in the four patients studied, as measured by validated neurological rating scales and questionnaires, with the improvement sustained at 26 weeks post-implant."*
 - ii. In the Relevant Email the CEO states the following in relation to the Proposed Announcement:

"Mike, LCT Poster, release etc is looking very good".
 - iii. On 29 July 2015, in its response to an ASX Aware Query Letter, LCT confirmed that the Information was materially price sensitive by stating:

*"Q. Does the company consider the information in the Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
A. Yes"*.
 - iv. Prior to the trading halt at 15:30 on 12 June 2015, there were nine trades in LCT shares between 14:16:32 and 14:59:08 (after the Relevant Email was sent), resulting in a price increase from \$0.06 to \$0.066 (an increase of 10%).

- v. Following the release of the Announcement at 8:54am on 15 June 2015:
- A. The price of LCT's shares opened at \$0.08, an increase of approximately 21% from LCT's previous closing price.
 - B. LCT's shares closed at \$0.074, an increase of approximately 12% from LCT's previous closing price.
 - C. By the close of trading on 15 June 2015, the number of LCT shares traded had increased from 821,472 (the previous trading day) to 11,265,442.
- (d) ASX Listing Rule 3.1 required LCT to tell ASX of the Information by or before 2.07pm (Australian eastern standard time) on Friday 12 June 2015.
- (e) ASX Listing Rule 3.1A (the exception to ASX Listing Rule 3.1) did not apply to the Information because none of the matters in Listing Rule 3.1A.1 or 3.1A.2 applied to the Information, in particular:
- i. It would not have been a breach of the law to disclose the Information.
 - ii. The Information did not concern an incomplete proposal or negotiation.
 - iii. The Information did not comprise matters of supposition and was not insufficiently definite to warrant disclosure, as by 2:07pm on 12 June 2015 LCT was aware of the Information that it later disclosed in the 15 June 2015 Announcement;
 - iv. The Information was not generated for the internal management purposes of LCT.
 - v. The Information was not a trade secret.
 - vi. A reasonable person would have expected the Information to be disclosed to the ASX.
- (f) In the Relevant Period the Information was not generally available.

Compliance with the Infringement Notice

LCT may choose to comply with this Infringement Notice by paying the Penalty within the compliance period.

The compliance period for this Infringement Notice begins on 17 December 2015 and expires on 25 January 2016.

Unless extended by ASIC, the compliance period for an infringement notice is a period of 28 days beginning on the day after the day on which the Infringement Notice is issued: subsection 1317DAH(1) of the Act.

ASIC has extended the compliance period to a period of 39 days.

ASIC may extend the compliance period for this Infringement Notice once, by up to 28 days: subsection 1317DAH(3) of the Act.

Effect of issue and compliance with the Infringement Notice

The issue of this Infringement Notice, and subsequent compliance with it, is not an admission of liability by LCT and cannot be regarded as a finding that LCT has contravened subsection 674(2) of the Act for any other purpose: subsection 1317DAF(4) of the Act.

ASIC cannot take civil or criminal proceedings against LCT for the alleged contravention specified in this Infringement Notice, either during the compliance period or after the Infringement Notice is complied with: subsection 1317DAF(5) of the Act. However, certain proceedings may be commenced or continued against LCT by third parties or by ASIC on behalf of third parties: subsection 1317DAF(6) of the Act.

Effect of failure to comply with the Infringement Notice

ASIC cannot enforce compliance with this Infringement Notice: section 1317DAF of the Act. However, if this Infringement Notice is not withdrawn in accordance with section 1317DAI of the Act, it is open to ASIC to take the following action against LCT:

- (a) ASIC may begin civil penalty proceedings against the entity under Part 9.4B of the Act seeking a declaration that LCT breached the provision specified in this Infringement Notice and a pecuniary penalty order. The size of the pecuniary penalty is not limited to the amount specified in the Infringement Notice. The Court may under Part 9.4B impose a maximum penalty in relation to the alleged contravention of up to \$1 million.
- (b) ASIC may (if applicable) begin proceedings under s1324B of the Act seeking an order that specified information be disclosed in the manner required by this Infringement Notice.
- (c) ASIC may (if applicable) make an order under section 91 of the Australian Securities and Investments Commission Act 2001 (**the ASIC Act**) for recovery of expenses of its investigation into the breach specified in this Infringement Notice. ASIC can also bring proceedings to enforce that order.
- (d) ASIC can make a determination under subsections 708A(2), 713(6), 1012DA(2) or 1013FA(3) of the Act, or accept an enforceable undertaking under section 93AA of the ASIC Act and bring proceedings to enforce the undertaking: section 1317DAG of the Act.
- (e) Certain other proceedings may also be commenced or continued against LCT by third parties or by ASIC on behalf of third parties: subsection 1317DAG(4) of the Act.

Withdrawal of infringement notice

ASIC may withdraw this Infringement Notice at any time prior to compliance if it considers it appropriate to do so. If this Infringement Notice is withdrawn, any enforcement action may be taken by ASIC against LCT, including:

- (a) Civil proceedings under Part 9.4B of the Act; or
- (b) A prosecution for an offence based on the provision specified in the notice.

LCT may seek the withdrawal of this Infringement Notice by making a written representation to ASIC: subsection 1317DAI(1) of the Act. Material provided to ASIC in such a representation is not admissible in evidence in proceedings against LCT or a representative of the company: subsection 1317DAI(2) of the Act.

Publication

If LCT complies with this Infringement Notice ASIC may publish details of LCT's compliance in the manner set out in subsections 1317DAJ(2) or (3) of the Act: subsection 1317DAJ(1) of the Act.

The provisions contained in Part 9.4AA of the Act are attached hereto as Annexure 1.



Graeme Darcy Plath
Delegate, Australian Securities and Investments Commission

Part 9.4AA—Infringement notices for alleged contraventions of continuous disclosure provisions

1317DAA Definitions

(1) In this Part:

compensation proceedings means:

- (a) proceedings under section 1317HA; and
- (b) proceedings under section 12GF of the ASIC Act in relation to a contravention of section 12DA of that Act; and
- (c) any other proceedings by a person for compensation for loss or damage suffered by the person.

compliance period for an infringement notice has the meaning affected by section 1317DAH.

contravention proceedings means proceedings under section 1101B by a person referred to in paragraph 1101B(1)(b) or (d).

enforcement proceedings means proceedings under section 793C by a person referred to in paragraph 793C(1)(b), (c) or (d).

infringement notice means an infringement notice issued under section 1317DAC.

penalty and disclosure proceedings means the proceedings referred to in column 3 of the table in subsection 1317DAG(2).

public interest proceedings means proceedings under section 50 of the ASIC Act.

(2) For the purposes of applying this Part to a disclosing entity that is an undertaking to which interests in a registered scheme relate:

- (a) references to the disclosing entity are taken to be references to the responsible entity for the registered scheme; and
- (b) references to a financial report for a financial year being lodged by a disclosing entity are taken to be references to such a report being lodged by the responsible entity in relation to the scheme; and
- (c) references to securities of a disclosing entity are taken to be references to interests in the registered scheme; and
- (d) references to a disclosing entity being convicted of an offence based on subsection 674(2) or 675(2) are taken to be references to the responsible entity being convicted of such an offence in relation to the registered scheme; and
- (e) references to a civil penalty order under Part 9.4B being made against a disclosing entity in relation to a contravention of subsection 674(2) or 675(2) are taken to be references to such an order being made against the responsible entity in relation to the registered scheme; and
- (f) references to a disclosing entity having breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2) are taken to be references to the responsible entity having breached such an undertaking given in relation to the registered scheme.

1317DAB Purpose and effect of this Part

- (1) The purpose of this Part is to provide for the issue of an infringement notice to a disclosing entity for an alleged contravention of subsection 674(2) or 675(2) as an alternative to proceedings for civil penalties under Part 9.4B.
- (2) This Part does not:
 - (a) require an infringement notice to be issued to the disclosing entity for the alleged contravention of subsection 674(2) or 675(2); or
 - (b) affect the liability of the disclosing entity to civil or criminal proceedings in relation to the alleged contravention of subsection 674(2) or 675(2) if:
 - (i) an infringement notice is not issued to the disclosing entity for the alleged contravention; or
 - (ii) an infringement notice issued to the disclosing entity for the alleged contravention is withdrawn under section 1317DAI; or
 - (c) prevent a Court from imposing a higher penalty than the penalty specified in the infringement notice if the disclosing entity does not comply with the infringement notice.

1317DAC Issue of infringement notice*Issue of infringement notice*

- (1) Subject to section 1317DAD, if ASIC has reasonable grounds to believe that a disclosing entity has contravened subsection 674(2) or 675(2), ASIC may issue an infringement notice to the disclosing entity.
- (2) ASIC issues the infringement notice to the disclosing entity by serving it on the disclosing entity.
- (3) ASIC must not issue more than one infringement notice to the disclosing entity for the same alleged contravention of subsection 674(2) or 675(2).

ASIC must have regard to certain matters

- (4) In determining whether to issue an infringement notice to a listed disclosing entity for an alleged contravention of subsection 674(2), ASIC must have regard to:
 - (a) any guidelines issued by the relevant market operator for the listed disclosing entity that relate to the provisions of the listing rules referred to in subsection 674(1); and
 - (b) any other relevant matter.

Infringement notice does not have effect

- (5) The infringement notice does not have any effect if the infringement notice:
 - (a) is issued more than 12 months after the day on which the contravention of subsection 674(2) or 675(2) is alleged to have occurred; or
 - (b) relates to more than one alleged contravention of subsection 674(2) or 675(2) by the disclosing entity.

1317DAD Statement of reasons must be given*Statement of reasons*

- (1) Before issuing the infringement notice, ASIC must:

- (a) give the disclosing entity a written statement that sets out ASIC's reasons for believing that the disclosing entity has contravened subsection 674(2) or 675(2); and
 - (b) give a representative of the disclosing entity an opportunity to:
 - (i) appear at a private hearing before ASIC; and
 - (ii) give evidence to ASIC; and
 - (iii) make submissions to ASIC;in relation to the alleged contravention of subsection 674(2) or 675(2).
- (2) If the disclosing entity is a listed disclosing entity, ASIC must consult with the relevant market operator for the disclosing entity before giving the disclosing entity the statement under this subsection.
- (3) ASIC does not need to consult the relevant market operator under subsection (2) if:
- (a) the disclosing entity is the relevant market operator; or
 - (b) the disclosing entity conducts a business in competition with a business conducted by the relevant market operator.

Limit on the use of evidence or information given to ASIC

- (4) Evidence or information that a representative of the disclosing entity gives ASIC under paragraph (1)(b) in relation to the alleged contravention of subsection 674(2) or 675(2) is:
- (a) not admissible in evidence against the disclosing entity in any proceedings; and
 - (b) not admissible in evidence against a representative of the disclosing entity in any proceedings (other than proceedings for an offence based on the evidence or information given being false or misleading).

1317DAE Matters to be included in infringement notice

- (1) The infringement notice:
- (a) must state the day on which it is issued; and
 - (b) must state the name and address of the disclosing entity to whom it is issued; and
 - (c) must state that it is being issued by ASIC; and
 - (d) must state that ASIC may publish details of the disclosing entity's compliance with the infringement notice under section 1317DAJ if the disclosing entity complies with the notice; and
 - (e) must give details of the alleged contravention by the disclosing entity, including:
 - (i) the date of the alleged contravention; and
 - (ii) the particular provision that was contravened; and
 - (f) must state the maximum pecuniary penalty that a Court could impose under Part 9.4B in relation to the alleged contravention; and
 - (g) must specify the penalty that is payable in relation to the alleged contravention; and
 - (h) must state that the penalty is payable to ASIC on behalf of the Commonwealth; and
 - (i) if it is alleged that the disclosing entity contravened subsection 674(2)—may specify information that the disclosing entity must notify to the relevant market operator in accordance with the provisions of the listing rules referred to in subsection 674(1); and
 - (j) if it is alleged that the disclosing entity contravened subsection 675(2)—may require the disclosing entity to lodge a document with ASIC that contains specified information; and
 - (k) must explain the effect of sections 1317DAF, 1317DAG and 1317DAH; and

- (l) must state that the disclosing entity may make written representations to ASIC seeking the withdrawal of the infringement notice; and
 - (m) must contain any other matters that are prescribed in the regulations.
- (2) Subject to subsection (3), the penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 674(2) is:
- (a) \$100,000 if the disclosing entity is a Tier 1 entity; or
 - (b) \$66,000 if the disclosing entity is a Tier 2 entity; or
 - (c) \$33,000 if the disclosing entity is a Tier 3 entity.
- (3) The penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 674(2) is:
- (a) \$100,000 if the disclosing entity is a Tier 2 entity; or
 - (b) \$66,000 if the disclosing entity is a Tier 3 entity;
- if:
- (c) the disclosing entity has at any time been convicted of an offence based on subsection 674(2) or 675(2); or
 - (d) a civil penalty order under Part 9.4B has at any time been made against the disclosing entity in relation to a contravention of subsection 674(2) or 675(2); or
 - (e) the disclosing entity has at any time breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2).
- (4) Subject to subsection (5), the penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 675(2) is \$33,000.
- (5) The penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 675(2) is \$66,000 if:
- (a) the disclosing entity has at any time been convicted of an offence based on subsection 674(2) or 675(2); or
 - (b) a civil penalty order under Part 9.4B has at any time been made against the disclosing entity in relation to a contravention of subsection 674(2) or 675(2); or
 - (c) the disclosing entity has at any time breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2).
- (6) For the purposes of this section:
- (a) a disclosing entity is:
 - (i) a **Tier 1 entity** if its market capitalisation on the relevant day exceeds \$1,000 million; and
 - (ii) a **Tier 2 entity** if its market capitalisation on the relevant day exceeds \$100 million but does not exceed \$1,000 million; and
 - (iii) a **Tier 3 entity** if its market capitalisation on the relevant day does not exceed \$100 million or it is not possible to work out its market capitalisation on the relevant day because it has not lodged a financial report with ASIC before the relevant day; and
 - (b) the **relevant day** for an infringement notice is the last day of the financial year in relation to which the latest financial report by the disclosing entity has been lodged with ASIC before the infringement notice is issued.
- (7) This is how to work out a disclosing entity's **market capitalisation** on the relevant day:
- (a) for each class of security of the disclosing entity that is a quoted security:

- (i) work out the closing price, on the relevant day, for securities in that class on the prescribed financial market on which the securities are quoted; and
 - (ii) multiply that price by the number of securities in that class on issue on the relevant day (as shown in the financial report lodged with ASIC for the period that ends on the relevant day); and
 - (b) add up the amounts obtained under paragraph (a): the result is the disclosing entity's market capitalisation on the relevant day.
- Disregard quoted securities of the disclosing entity that are options.

1317DAF Effect of issue and compliance with infringement notice

Circumstances in which this section applies

- (1) This section applies if subsection (2) or (3) is satisfied.
- (2) This subsection is satisfied if:
 - (a) the compliance period for the infringement notice has not ended; and
 - (b) the infringement notice is not withdrawn under section 1317DAI; and
 - (c) subsection (3) has not been satisfied.
- (3) This subsection is satisfied if, within the compliance period for the infringement notice, the disclosing entity:
 - (a) pays the penalty specified in the infringement notice; and
 - (b) either:
 - (i) if it is alleged in the infringement notice that the disclosing entity contravened subsection 674(2)—notifies the relevant market operator, in accordance with the provisions of the listing rules referred to in subsection 674(1), of any information specified in the infringement notice; or
 - (ii) if it is alleged in the infringement notice that the disclosing entity contravened subsection 675(2)—lodges any required document with ASIC that contains the information specified in the infringement notice.

Note: If this subsection is satisfied, ASIC must not withdraw the infringement notice, see section 1317DAI.

No contravention etc. by the disclosing entity

- (4) The disclosing entity is not, by reason only of subsection (3) being satisfied, regarded as:
 - (a) having contravened the provision specified in the infringement notice; or
 - (b) having been convicted of an offence constituted by the same conduct that constituted the alleged contravention of the provision specified in the infringement notice.

No proceedings may be started etc.

- (5) Subject to subsection (6), no proceedings (whether criminal or civil) may be started or continued against the disclosing entity in relation to:
 - (a) the alleged contravention of the provision specified in the infringement notice; or
 - (b) an offence constituted by the same conduct that constituted the alleged contravention.
- (6) Subsection (5) does not apply to the following proceedings:
 - (a) compensation proceedings, contravention proceedings, enforcement proceedings and public interest proceedings that relate to the alleged contravention of the provision specified in the infringement notice;

- (b) proceedings to enforce the following orders of a Court:
 - (i) an order made in relation to proceedings referred to in paragraph (a);
 - (ii) an order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings;
 - (c) any other proceedings in respect of a breach of an order referred to in paragraph (b);
 - (d) an appeal to a Court against the following decisions or orders of a Court:
 - (i) a decision or order made in relation to proceedings referred to in paragraph (a);
 - (ii) a decision or order made under subsection 1335(2) in relation to the proceedings referred to in paragraph (a) other than public interest proceedings.
- (7) To avoid doubt, subsection (5) does not prevent ASIC from:
- (a) making an order under section 91 of the ASIC Act; or
 - (b) bringing proceedings to enforce the order.

1317DAG Effect of failure to comply with infringement notice

Circumstances in which this section applies

- (1) This section applies if an infringement notice issued to a disclosing entity is not withdrawn under section 1317DAL.

Effect of failure to comply with infringement notice

- (2) If the disclosing entity fails to do a thing specified in column 2 of the following table within the compliance period for the infringement notice, the disclosing entity is liable to the proceedings specified in column 3 of the following table:

Effect of failure to comply with infringement notice		
Column 1	Column 2	Column 3
Item	If the disclosing entity fails to:	the disclosing entity is liable to:
1	pay the penalty specified in the infringement notice	proceedings under Part 9.4B for: <ul style="list-style-type: none"> (a) a declaration of contravention; and (b) a pecuniary penalty order; in relation to the alleged contravention of the provision specified in the infringement notice.
2	notify the relevant market operator, in accordance with the provisions of the listing rules referred to in subsection 674(1), of any information specified in the infringement notice if it is alleged in the infringement notice that the disclosing entity contravened subsection 674(2)	proceedings for an order under section 1324B in relation to the alleged contravention of the provision specified in the infringement notice.

Effect of failure to comply with infringement notice		
Column 1	Column 2	Column 3
Item	If the disclosing entity fails to:	the disclosing entity is liable to:
3	lodge any required document with ASIC that contains the information specified in the infringement notice if it is alleged in the infringement notice that the disclosing entity contravened subsection 675(2)	proceedings for an order under section 1324B in relation to the alleged contravention of the provision specified in the infringement notice.

No other proceedings may be started etc.

- (3) Subject to subsection (4), no other proceedings (whether criminal or civil) may be started or continued against the disclosing entity in relation to:
- (a) the alleged contravention of the provision specified in the infringement notice; or
 - (b) an offence constituted by the same conduct that constituted the alleged contravention.
- (4) Subsection (3) does not apply to the following proceedings:
- (a) compensation proceedings, contravention proceedings, enforcement proceedings and public interest proceedings that relate to the alleged contravention of the provision specified in the infringement notice;
 - (b) proceedings to enforce the following orders of a Court:
 - (i) an order made in relation to penalty and disclosure proceedings;
 - (ii) an order made in relation to proceedings referred to in paragraph (a);
 - (iii) an order made under subsection 1335(2) in relation to penalty and disclosure proceedings;
 - (iv) an order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings;
 - (c) any other proceedings in respect of a breach of an order referred to in paragraph (b);
 - (d) an appeal to a Court against the following decisions or orders of a Court:
 - (i) a decision or order made in relation to penalty and disclosure proceedings;
 - (ii) a decision or order made in relation to proceedings referred to in paragraph (a);
 - (iii) a decision or order made under subsection 1335(2) in relation to penalty and disclosure proceedings;
 - (iv) a decision or order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings.
- (5) To avoid doubt, subsection (3) does not prevent ASIC from:
- (a) making a determination under subsection 708AA(3), 708A(2), 713(6), 713A(23), 1012DAA(3), 1012DA(2) or 1013FA(3) of this Act; or
 - (b) making an order under section 91 of the ASIC Act; or
 - (c) accepting an undertaking under section 93AA of the ASIC Act; or
 - (d) bringing proceedings to enforce the determination, order or undertaking.

1317DAH Compliance period for infringement notice

- (1) Subject to this section, the compliance period for an infringement notice is a period of 28 days beginning on the day after the day on which the infringement notice is issued.

- (2) ASIC may extend, by notice in writing, the compliance period for the infringement notice if ASIC is satisfied that it is appropriate to do so.
- (3) Only one extension may be given and the extension must not be for longer than 28 days.
- (4) Notice of the extension must be given to the disclosing entity that was issued with the infringement notice.
- (5) A failure to comply with subsection (4) does not affect the validity of the extension.
- (6) If ASIC extends the compliance period for an infringement notice, a reference in this Act to the compliance period for an infringement notice is taken to be a reference to the compliance period as so extended.

1317DAI Withdrawal of infringement notice

Disclosing entity may seek withdrawal

- (1) If an infringement notice is issued to a disclosing entity, the disclosing entity may make written representations to ASIC seeking the withdrawal of the infringement notice.
- (2) Evidence or information that a representative of the disclosing entity gives ASIC in the course of making representations under subsection (1) is:
 - (a) not admissible in evidence against the disclosing entity in any proceedings; and
 - (b) not admissible in evidence against a representative of the disclosing entity in any proceedings (other than proceedings for an offence based on the evidence or information given being false or misleading).

Withdrawal

- (3) Subject to subsection (4), ASIC may withdraw the infringement notice (whether or not the disclosing entity has made representations seeking the withdrawal) if ASIC is satisfied that it is appropriate to do so.
- (4) ASIC must not withdraw the infringement notice if subsection 1317DAF(3) is satisfied.

Withdrawal notice

- (5) The withdrawal must be made by notice in writing and must be given to the disclosing entity.
- (6) The withdrawal notice must state:
 - (a) the name and address of the disclosing entity; and
 - (b) the day on which the infringement notice was issued to the disclosing entity; and
 - (c) that the infringement notice is withdrawn; and
 - (d) that civil proceedings under Part 9.4B may be brought against the disclosing entity for a contravention of the provision specified in the infringement notice; and
 - (e) that a prosecution for an offence based on the provision specified in the infringement notice may be brought against the disclosing entity.

Refund of penalty

- (7) If:
 - (a) the disclosing entity pays the penalty specified in the infringement notice; and
 - (b) the infringement notice is withdrawn after the disclosing entity pays the penalty;ASIC must refund to the disclosing entity an amount equal to the amount paid.

1317DAJ Publication in relation to infringement notices

- (1) If:
- (a) ASIC issues an infringement notice to a disclosing entity; and
 - (b) subsection 1317DAF(3) (compliance with the infringement notice) is satisfied;
- ASIC may publish details of the disclosing entity's compliance with the infringement notice under subsection (2) or (3) or under both of those subsections.
- (2) ASIC publishes details of the disclosing entity's compliance with the infringement notice under this subsection if it publishes a copy of the infringement notice in the *Gazette* together with the following statements:
- (a) a statement that the disclosing entity has complied with the infringement notice;
 - (b) a statement that compliance with the notice is not an admission of guilt or liability;
 - (c) a statement that the disclosing entity is not regarded as having contravened the provision specified in the notice.
- (3) ASIC publishes details of the disclosing entity's compliance with the infringement notice under this subsection if:
- (a) ASIC issues a statement (whether written or oral) about the disclosing entity's compliance with the infringement notice; and
 - (b) the statement is limited to an accurate summary of the infringement notice including:
 - (i) the name of the disclosing entity; and
 - (ii) the amount of the penalty payable under the notice in relation to the alleged contravention; and
 - (iii) the conduct specified in the notice as the conduct in relation to which the infringement notice was issued;
- together with the following statements:
- (iv) a statement that the disclosing entity has complied with the infringement notice;
 - (v) a statement that compliance with the notice is not an admission of guilt or liability;
 - (vi) a statement that the relevant disclosing entity is not regarded as having contravened the provision specified in the notice.
- (4) ASIC must not otherwise publish details of:
- (a) an infringement notice; or
 - (b) a disclosing entity's compliance with an infringement notice.
- Failure to comply with this subsection is not an offence.

15-1202

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declarations**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 15-1202.

Commencement

3. This instrument commences on 18 December 2015.

Declaration

4. Chapter 6 and Chapter 6C of the Act applies to Mareterram Limited ACN 009 248 720 (*Mareterram*) as if section 609, as notionally varied by ASIC Class Order [CO 13/520], were further modified or varied by inserting:

“(14) A person does not have a relevant interest in its own securities merely because under an escrow agreement entered into by the person, the person applies restrictions on the disposal of the securities by the holder”; and

5. Chapter 6C of the Act applies to Mareterram as if Part 6C.1, as notionally varied by Class Order [CO 13/520], were further modified or varied by inserting:

“671BB Escrow Agreements

For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14).”.

Where this instrument applies

6. This instrument applies to an acquisition of a relevant interest in Mareterram (*Escrowed Securities*) arising as a result of the entry into one or more escrow agreements or deeds (each an *Escrow Agreement*) between the Company and a *security holder* where each Escrow Agreement:

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- (a) is in connection with the re-listing of Mareterram on ASX Limited ACN 008 624 691;
- (b) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
- (c) terminates no later than two years after the date of execution of the relevant Escrow Agreement;
- (d) allows the security holder to accept into a takeover bid where:
 - (i) holders of at least half of the bid class securities that are not the subject of an escrow agreement to which the offer under the bid relates have accepted or tendered their shares into the bid acceptance facility, as applicable, and the takeover bid is unconditional or all conditions to the takeover bid have been satisfied or waived (in the case of acceptance of a takeover bid); and
 - (ii) the Escrow Agreement requires that the Escrowed Securities be returned to escrow if the Escrowed Securities are not transferred in accordance with the bid;
- (e) allows the Escrowed Securities to be transferred or cancelled as part of a merger being implemented by way of compromise or arrangement under Part 5.1 of the Act; and
- (f) is in substantially the same form provided to ASIC on 7 October 2015.

Interpretation

7. In this instrument:

security holder, means any of the following shareholders:

- (a) Craig Mostyn & Co Pty Ltd ACN 000 047 745
- (b) Craig Mostyn Holdings Pty Ltd ACN 008 398 356
- (c) Kelvin Waldron-Brown
- (d) Molonglo Pty Ltd ACN 009 305 944
- (e) Orange Sun Development Corporation Pty Ltd ACN 008 765 982
- (f) Peter Hutchinson

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(g) Ruary Waldron-Brown.

Dated this 18th day of December 2015



Signed by Yuki Kobayashi
as a delegate of the Australian Securities and Investments Commission

15-1204

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 741(1)(b) the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-1204.

Commencement

3. This instrument commences on 18 December 2015.

Declaration

4. Chapter 6D of the Act applies to Mazu Alliance Limited ACN 077 226 183 (the *Issuer*) as if Part 6D.2 were modified or varied as follows:
 - (a) omit paragraph 723(3)(b), substitute:

"(b) the securities are not admitted to quotation within 3 months after the later of:
 - (i) the date of the disclosure document; and
 - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the securities are not admitted to quotation; and
 - (B) gives applicants 1 month to withdraw their application and be repaid";
 - (b) in paragraph 724(1)(a), omit the words "and that condition is not satisfied within 4 months after the date of the disclosure document", substitute:

"and that condition is not satisfied within 4 months after the later of:
 - (iii) the date of the disclosure document; and
 - (iv) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the condition has not been satisfied; and
 - (B) gives applicants 1 month to withdraw their application and be repaid";

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- (c) omit subparagraph 724(1)(b)(ii), substitute:
- "(ii) the securities are not admitted to quotation within 3 months after the later of:
- (A) the date of the disclosure document; and
 - (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC that discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid"; and
- (d) after subsection 724(1A), insert:
- "(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:
- (i) that supplementary disclosure document; and
 - (ii) 1 month to withdraw their application and be repaid."

Where this instrument applies

5. This instrument applies:
- (a) in relation to an offer or issue of securities of the Issuer under a replacement disclosure document lodged with ASIC on 21 September 2015 that replaced a disclosure document dated 25 August 2015 lodged with ASIC; and
 - (b) where the Issuer has lodged a supplementary disclosure document on or after the date of this instrument which describes the need for, and effect of, the relief provided in this instrument.

Dated this 18th December 2015

Signed by Meera Siva Nathan
as a delegate of the Australian Securities and Investments Commission

15-1205

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) - Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 741(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-1205.

Commencement

3. This instrument commences on 22 December 2015.

Declaration

4. Chapter 6D of the Act applies to JC International Group Limited ACN 605 248 904 (the *Issuer*) as if Part 6D.2 were modified or varied as follows:
 - (a) omit paragraph 723(3)(b), substitute:
 - “(b) the securities are not admitted to quotation within 3 months after the later of:
 - (i) the date of the disclosure document; and
 - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the securities are not admitted to quotation; and
 - (B) gives applicants 1 month to withdraw their application and be repaid”;
 - (b) in paragraph 724(1)(a), omit the words “and that condition is not satisfied within 4 months after the date of the disclosure document”, substitute:
 - “and that condition is not satisfied within 4 months after the later of:
 - (iii) the date of the disclosure document; and
 - (iv) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:

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- (A) discloses that the condition has not been satisfied; and
 - (B) gives applicants 1 month to withdraw their application and be repaid”;
- (c) omit subparagraph 724(1)(b)(ii), substitute:
- “(ii) the securities are not admitted to quotation within 3 months after the later of:
 - (A) the date of the disclosure document; and
 - (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC that discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid”; and
- (d) after subsection 724(1A), insert:
- “(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:
 - (i) that supplementary disclosure document; and
 - (ii) 1 month to withdraw their application and be repaid.”

Where this instrument applies

5. This instrument applies in relation to an offer or issue of securities of the Issuer under a prospectus lodged with ASIC on 6 October 2015 where the Issuer has lodged a supplementary disclosure document on or after the date of this instrument which describes the need for, and effect of, the relief provided in this instrument.

Dated this 22nd day of December 2015



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Signed by Allan Erceg
as a delegate of the Australian Securities and Investments Commission

15-1206

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (**ASIC**) makes this instrument under subsection 741(1) of the *Corporations Act 2001* (the **Act**).

Title

2. This instrument is ASIC Instrument 15-1206.

Commencement

3. This instrument commences on 21 December 2015.

Declaration

4. Chapter 6D of the Act applies to Coal of Africa Limited ACN 008 905 388 (the *issuer*) as if Part 6D.2 were modified or varied as follows:
 - (a) omit paragraph 723(3)(b), substitute:
 - “(b) the securities are not admitted to quotation within 3 months after the later of:
 - (i) the date of the disclosure document; and
 - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the securities are not admitted to quotation; and
 - (B) gives a person who has accepted an offer made under the disclosure document 1 month to withdraw their acceptance of the offer”;
 - (b) omit paragraph 724(1)(b)(ii), substitute:
 - “(ii) the securities are not admitted to quotation within 3 months after the later of:
 - (A) the date of the disclosure document; and
 - (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC that discloses that the securities are not

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admitted to quotation and gives a person who has accepted an offer 1 month to withdraw their acceptance of the offer”;

- (c) after subsection 724(1A), insert:
- “(1B) Where a supplementary disclosure document of the kind referred to in 724(1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the persons who have accepted the offer:
- (i) that supplementary disclosure document; and
 - (ii) 1 month to withdraw their acceptance of the offer”;
- (d) omit paragraph 724(2)(b)(ii), substitute:
- “(ii) 1 month to withdraw their acceptance of the offer”;
- (e) omit paragraph 724(2)(c)(ii), substitute:
- “(ii) 1 month to withdraw their acceptance of the offer”; and
- (f) after subsection 724(2), insert:
- “(2A) To withdraw their acceptance of an offer under this section, a person must:
- (a) give the person offering the securities notice within 1 month beginning on the date of the supplementary disclosure document; and
 - (b) return any consideration received by the person for accepting the offer.
- (2B) A notice under paragraph (2A)(a) must be in writing and may be given by electronic means.
- (2C) If a person withdraws their acceptance of an offer under this section, the person offering the securities must return any consideration received for the issue of the securities under the offer and any documents that the person sent with the acceptance of the offer within 14 days after:
- (a) if the person does the things referred to in subsection (2A) on the same day--that day;
 - (b) if the person does those things on different days--the last of those days.

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- (2D) If, under subsection (2A), a person returns any consideration received and any necessary transfer documents in relation to securities offered and issued under an offer, the person offering the securities must cancel those securities as soon as possible.
- (2E) Any reduction in the share capital of the person offering the securities resulting from the application of subsections (2A) and (2E) is authorised by this subsection.”

Where this instrument applies

5. This instrument applies in relation to an offer (*Offer*) of securities by the issuer under a disclosure document lodged with ASIC on or around 21 December 2015:
- (a) where the Offer is made in connection with an offer by the issuer to purchase ordinary shares in Universal Coal plc, a company incorporated in England and Wales and listed on the financial market operated by ASX, the terms and conditions of which were announced by the issuer on ASX on 26 November 2015; and
 - (b) where the disclosure document describes the need for, and effect of, the relief provided in this instrument.

Dated this 21st day of December 2015



Signed by Nathania Nero
As a delegate of the Australian Securities and Investments Commission

15-1210

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 17 December 2015

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION**IN THE MATTER OF BEN RICKMAN****BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001**

To: Ben Rickman

TAKE NOTICE that under sections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities & Investments Commission prohibits **BEN RICKMAN** from providing any financial services for a period of three (3) years.

Dated this 14th day of December 2015.

Signed: 

Kate Druzniak
Delegate of the Australian Securities & Investments
Commission

Your attention is drawn to subsection 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of subsection 920C(2) is an offence.

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Corporations (BrokerTec Europe Limited) Exemption Notice 2015

Corporations Act 2001

I, KELLY O'DWYER, Minister for Small Business and Assistant Treasurer make this exemption under section 791C of the *Corporations Act 2001* (the *Act*).

Dated 18 December 2015


Minister for Small Business and Assistant Treasurer

Name of exemption

1. This exemption is the *Corporations (BrokerTec Europe Limited) Exemption Notice 2015*.

Commencement

2. This exemption commences on the day it is published in the *Gazette*.

Exemption

3. The exempt market operated by BrokerTec in this jurisdiction is exempt from the operation of Part 7.2 of the Act.

Where this exemption applies

4. This exemption applies where all of the following matters in this paragraph 4 are satisfied.

Financial products

- (a) Any dealing in a financial product on the exempt market is limited to a dealing in an eligible financial product.

Trading on the market: market operator

- (b) BrokerTec does not deal in financial products on the exempt market:
 - (i) on its own behalf; or
 - (ii) on behalf of a person who is not a professional investor.

Trading on the market: participant

- (c) BrokerTec ensures that a person carrying on business in this jurisdiction does not directly participate in the exempt market unless the person:
 - (i) is a professional investor dealing in a financial product on its own behalf; or
 - (ii) is a professional investor dealing in a financial product on behalf of a person who is a professional investor.

Clearing and settlement facility

- (d) Neither BrokerTec nor an associate of BrokerTec operates a clearing and settlement facility in relation to the exempt market.

Note: For the avoidance of doubt, paragraph (d) does not prohibit BrokerTec or an associate from providing information about, or establishing procedures dealing with, the settlement of transactions effected through the exempt market.

Cooperation with ASIC

- (e) BrokerTec has entered into a written arrangement with ASIC for cooperation with ASIC in relation to this exemption and the subject matter to which this exemption relates.

Provision of financial services

- (f) BrokerTec is exempt from the requirement to hold an Australian financial services licence for financial services provided in this jurisdiction in connection with the operation of the exempt market.

Note: This exemption does not exempt BrokerTec from the requirement to hold an Australian financial services licence.

Submission to Australian jurisdiction

- (g) BrokerTec satisfies all of the following:
- (i) BrokerTec has a current permission given by the FCA under Part IV of the FSM Act and has provided ASIC with a copy of that permission;
 - (ii) BrokerTec has an agent at the time BrokerTec first purports to rely on this exemption and, from that time, has not failed to have an agent for any consecutive period of 10 business days;
 - (iii) BrokerTec has provided ASIC, to the satisfaction of ASIC, with a deed of BrokerTec for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act, which deed provides that:
 - (I) the deed is irrevocable except with the prior written consent of ASIC;
 - (II) BrokerTec submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;

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- (III) BrokerTec covenants to comply with any order of an Australian court in respect of any matter relating to the provision of specified kinds of financial services in this jurisdiction and the operation of this market in this jurisdiction;
- (IV) BrokerTec covenants that, on written request of either the FCA or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the FCA to disclose to ASIC and ASIC to disclose to the FCA any information or document that the FCA or ASIC has that relates to BrokerTec.

Conditions

5. This exemption ceases to apply if BrokerTec fails to take reasonable steps to comply with any of the matters set out in this paragraph 5.

Operation of the market

- (a) BrokerTec, in all material respects, must operate the exempt market in the way set out in the application for exemption.

Conduct

- (b) BrokerTec must do all things necessary to ensure that any financial services provided by BrokerTec in connection with the operation of the exempt market are provided efficiently, honestly and fairly.

Resources

- (c) BrokerTec must have available adequate resources (including financial, technological and human resources) to provide the financial services in connection with the operation of the exempt market and to carry out supervisory arrangements.

Managing conflicts of interest

- (d) BrokerTec must have adequate arrangements in place for managing its conflicts of interest arising from operating the exempt market.

Reporting: adverse findings

- (e) If BrokerTec becomes aware that BrokerTec or a director or secretary of BrokerTec is covered by one or more of the following matters, BrokerTec must, within 7 days after becoming aware of the matter, give a written notice to ASIC advising of the matter:

- (i) the person is the subject of a declaration of contravention in relation to a provision of the Act;
- (ii) the person has been convicted of an offence under the Act;
- (iii) in the case of a director or secretary—the person has been disqualified from managing corporations under Part 2D.6 of the Act;
- (iv) the person has been banned or disqualified from providing financial services under Division 8 of Part 7.6 of the Act.

Reporting: disciplinary action against participant

- (f) If BrokerTec takes disciplinary action against an Australian participant of the exempt market, BrokerTec must, as soon as practicable, give a written notice to ASIC that includes the following details:
 - (i) the participant's name;
 - (ii) the reason for and nature of the action taken;
 - (iii) when the action was taken.

Reporting: suspected contraventions by participant

- (g) If BrokerTec has reason to suspect that an Australian participant has committed, is committing, or is about to commit, a contravention of the Act or a significant contravention of the obligations imposed by BrokerTec in relation to the exempt market, BrokerTec must, as soon as practicable, give a written notice to ASIC that includes the following details:
 - (i) the participant's name; and
 - (ii) details of the contravention or impending contravention; and
 - (iii) BrokerTec's reason for that belief.

Assistance to ASIC

- (h) If BrokerTec receives a reasonable request from ASIC to give assistance (which may include giving access to any information, document or books held by BrokerTec) to ASIC, or to a person authorised by ASIC, in relation to the operation of the exempt market, BrokerTec must provide that assistance.

Record-keeping

- (i) BrokerTec must have adequate arrangements in place for the recording of order information and transactions effected through the exempt market.
- (j) BrokerTec must keep for a period of at least 5 years the following records of order information and transactions effected through the exempt market:
 - (i) the date and time that the order was received;
 - (ii) the identity of the participant placing the order;
 - (iii) the name and quantity of the financial product to which the order applies;
 - (iv) the designation of the order as a buy or sell order;
 - (v) any limit or stop price prescribed by the order;
 - (vi) the date and time at which the order expires;
 - (vii) details of any modification or cancellation of the order;
 - (viii) the price, quantity, date and time of execution of the order; and
 - (ix) the identities of the counterparties to the transaction.

Annual report

- (k) BrokerTec must, within three months after the end of its financial year, give ASIC an annual report that sets out:
 - (i) the extent to which BrokerTec has complied with this exemption; and
 - (ii) the following information:
 - (A) a description of the activities that BrokerTec undertook in the financial year in relation to the operation of the exempt market;
 - (B) if any material system outages occurred during the financial year that prevented Australian participants from participating in the exempt market:

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- (I) the number of such outages; and
 - (II) the duration of each outage; and
 - (III) the cause of each outage; and
 - (IV) a description of the means by which each outage was resolved;
- (iii) the names and number of Australian participants who directly participated in the exempt market at any time throughout the financial year, identifying those Australian participants who, as at the last day of the financial year, were allowed to directly participate in the market;
 - (iv) details of the volume of trading on the exempt market by Australian participants throughout the financial year;
 - (v) the number and nature of significant complaints made to BrokerTec by Australian participants who participated in the exempt market during the financial year, and the action taken by BrokerTec in response to each complaint;
 - (vi) any specific regulatory issues in relation to the exempt market operated by BrokerTec in this jurisdiction or a financial market operated by BrokerTec outside this jurisdiction, that BrokerTec encountered during the financial year and actions taken to resolve those issues;
 - (vii) details of any significant conflicts of interest identified by BrokerTec in relation to its operation of the exempt market during the financial year, and how each conflict of interest was managed.

Audit report

- (l) If the Minister in writing requests BrokerTec to obtain an audit report, prepared by either ASIC or another person or body that is a suitably qualified person, in relation to the annual report mentioned in paragraph (k) or on any information or statements accompanying the annual report, BrokerTec must comply with the request.

Reporting: operating status of market

6. BrokerTec must, within 7 days, notify ASIC in writing if it ceases to operate the exempt market in this jurisdiction.
7. Maintain regulatory approval by the Financial Conduct Authority (FCA) of the

United Kingdom (UK) and report certain changes:

- (a) BrokerTec must maintain the approval by the FCA for BrokerTec to operate as a 'Multilateral Trading Facility' (MTF) in the UK.
- (b) BrokerTec must notify ASIC, as soon as practicable and in writing, of the details of:
 - (i) the termination of, or any significant change to the approval by the FCA for BrokerTec to operate as an MTF; or
 - (ii) BrokerTec's regulatory status in the UK; and
- (c) any enforcement or disciplinary action taken against BrokerTec by the FCA or any other overseas regulatory authority.

Interpretation

8. In this exemption:

- (a) italicised headings do not form part of this exemption;
- (b) *application for exemption* means the application dated 11 October 2015 (including any supplementary correspondence provided by BrokerTec to ASIC before this exemption is made) for an exemption from the operation of Part 7.2 of the Act of the financial market operated by BrokerTec.

Australian participant means a participant carrying on business in this jurisdiction.

eligible financial product means a financial product of the following kinds:

- (a) foreign exchange derivatives that are forwards, non-deliverable forwards, swaps, non-deliverable forward swaps and options
- (b) financial products mentioned in paragraph 764A(1)(ba) of the Act that are money market products
- (c) rights that include an undertaking by a body to repay as a debt money deposited with or lent to the body that are term deposits and certificates of deposit
- (d) tri-party repurchase agreements

exempt market means the facility through which:

- (a) offers to acquire or dispose of eligible financial products are regularly made or accepted; or
- (b) offers or invitations are regularly made to acquire or dispose of eligible financial products that are intended to result or may reasonably be expected to result, directly or indirectly, in:
 - (i) the making of offers to acquire or dispose of eligible financial products; or
 - (ii) the acceptance of such offers.

FCA means the Financial Conduct Authority of the United Kingdom and, for the avoidance of doubt, includes the Financial Services Authority of the United Kingdom as it was previously known before 1 April 2013.

financial services law has the meaning given by section 761A of the Act.

FSM Act means the *Financial Services and Markets Act 2000* of the United Kingdom.

participant has the meaning given by section 761A of the Act.

BrokerTec means BrokerTec Europe Limited, a company incorporated and existing under the laws of the United Kingdom.

15-1218

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 9 December 2015

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF DARREN JASON ARNOLD****BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001**

To: **Darren Jason Arnold**

Under sections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits **DARREN JASON ARNOLD** from providing any financial services permanently.

Dated this 24th day of November 2015

Signed: 

Gai Di Bartolomeo

as a delegate of the Australian Securities and Investments Commission

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-fourth day of December 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
ACUMEN REPUBLIC LIMITED	151 830 741
ADVENT SOFTWARE (ASIA) LIMITED	132 264 629
APPAREL BY DESIGN LIMITED	137 216 883
ARCHITECTUS - BOWES CLIFFORD THOMSON LIMITED	133 719 856
AS1 LIMITED	111 229 102
AUCKLAND AIRPORT HOLDINGS LIMITED	159 301 210
BARRA EQUINE LIMITED	160 320 294
BASTEMEYER GROUP (NZ) LIMITED	153 165 274
BERLIN CLOTHING AUSTRALIA LIMITED	159 738 584
BOOST DISTRIBUTION LIMITED	163 520 349
CASHMERE AFFAIR INTERNATIONAL LP	163 951 915
CATALYST (R) LIMITED	163 149 479
CLARITY INFORMATION SYSTEMS LIMITED	162 336 772
COMMITTED ADVISORS S.A.S.	147 721 828
CONNECTOR SYSTEMS HOLDINGS PTY LIMITED	163 222 464
CRANE & SONS LIMITED	163 260 875
CRIPPZ LIMITED	162 026 897
CURRENCY ONLINE LIMITED	154 565 296
DAIRY FARM INVESTMENTS (BRUCKNELL) LIMITED	132 173 329
DESIGNING DUTCHMEN (NZ) LIMITED	160 937 548
DYE MACHINERY (AUSTRALIA) LIMITED	123 721 782
DYLAN DISTRIBUTORS LIMITED	150 497 519
ETAILER HOLDINGS LIMITED	146 737 439
F C E SYSTEMS (N.Z.) LIMITED	144 733 157

Name of Company	ARBN
FONTIS NEW ZEALAND LIMITED	161 282 453
FREQUENCY MEDIA GROUP LIMITED	160 798 489
FUNDRAISEONLINE LIMITED	115 808 190
FUZZIBUNZ NEW ZEALAND LIMITED	160 937 717
G.P.H. SOCIETY LIMITED	010 903 714
GLUCINA ALLOYS LIMITED	156 277 655
GUBBA PRODUCTS LIMITED	147 650 717
ICEBREAKER NEW ZEALAND LIMITED	163 241 370
ILYS LIMITED	162 382 970
INTROL PRODUCTS LIMITED	160 557 988
KEYWAYS ENERGY SERVICES LIMITED	151 897 102
KISSILLA LIMITED	156 522 717
LIVEROOF AUSTRALASIA LIMITED	152 946 275
LOCK DESIGN LIMITED	118 228 130
MAUNGAHUKA HOLDINGS LIMITED	062 949 991
METALMAN INTERNATIONAL LIMITED	136 526 326
MONEY MOVE IT LIMITED	149 624 493
NUNGI & CO LIMITED	161 721 679
ON-VISION GROUP LIMITED	160 878 286
ONE 2 ONE TALK LIMITED	122 107 555
PACIFICOMM AUSTRALIA LIMITED	160 202 193
PERFORMANCE HORSE 2011 LIMITED	155 850 481
PERU CAFE LIMITED	135 881 597
QUENGLISH LIMITED	160 179 153
SHEPPARD INDUSTRIES AUSTRALIA LIMITED	082 376 289
SITE ENGINEERS LIMITED	162 387 279
SMART GROCER AUSTRALIA LIMITED	161 000 666
SPORTS BASE CONSTRUCTION AUST. LIMITED	154 127 081
STOCKCO (AUST) PTY LIMITED	162 120 943
TALEGENT LP	163 311 939
TARGET TECHNOLOGY LIMITED	144 641 896
TEAM MANAGEMENT SERVICES LIMITED	146 654 168
TOMIZONE LICENSING LIMITED	161 701 051
VENTA PTY LIMITED	160 665 378
VERB LIMITED	135 712 220
VYOM JOURNEYS LIMITED	150 961 809
ZIMBA DESIGNS PTY LIMITED	159 054 869

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-fourth day of December 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

ARETE MID-SMALL COMPANIES FUND

605 068 031

ASPEN PARKS WHOLESALE PROPERTY FUND

128 367 760

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.

ARTES GLOBAL GROUP PTY LTD

ACN 608 184 578 will change to a public company limited by shares. The new name will be ARTES GLOBAL GROUP LIMITED ACN 608 184 578.

BABY BUNTING SALECO LIMITED

ACN 607 921 522 will change to a proprietary company limited by shares. The new name will be BABY BUNTING SALECO PTY LTD ACN 607 921 522.

JOHN SHEARER (HOLDINGS) LIMITED

ACN 007 643 085 will change to a proprietary company limited by shares. The new name will be JOHN SHEARER (HOLDINGS) PTY LIMITED ACN 007 643 085.

PACBYTE PTY LTD ACN 110 974 242 will change to a public company limited by shares. The new name will be PACBYTE LIMITED ACN 110 974 242.

AVEBURY NICKEL MINES LTD

ACN 139 994 406 will change to a proprietary company limited by shares. The new name will be QCG RESOURCES PTY LTD ACN 139 994 406.

CLAREMONT FINANCE CORPORATION LTD.

ACN 158 925 163 will change to a proprietary company limited by shares. The new name will be CLAREMONT FINANCE CORPORATION PTY LIMITED ACN 158 925 163.

JOHN SHEARER LIMITED. ACN 007 871 472 will change to a proprietary company limited by shares. The new name will be JOHN SHEARER PTY LIMITED ACN 007 871 472.