



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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17-0374

**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 (Act)*.

Title

2. This instrument is ASIC Instrument 17-0374.

Commencement

3. This instrument commences on the date of its gazettal.

Exemption

4. A related body corporate of Clear Sky Properties Pty Ltd ACN 611 354 459 (*CSP*) that is a trustee of a wholesale real property scheme (*trustee*) does not have to comply with the requirement to hold an Australian financial services licence (*AFS licence*) for the provision of the following financial services (*wholesale real property financial services*):
 - (a) dealing in general insurance products that form part of the trust property of the wholesale real property scheme;
 - (b) dealing in derivative products limited to only those that manage interest rate risk for a trustee that is a related body corporate of CSP; and
 - (c) providing a custodial or depository service in relation to the products mentioned in paragraph (a) and (b).

Where this exemption applies

5. The exemption in paragraph 4 is only available where all of the following apply:
 - (a) CSP holds an AFS licence that:
 - (i) authorises CSP to provide wholesale real property financial services; and

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- (ii) contains conditions to the effect that CSP must:
 - (A) as far as possible, comply with the Act as if the trustee was providing wholesale real property financial services as CSP's representative; and
 - (B) have in place a deed poll that contains enforceable, unlimited and irrevocable covenants, for the benefit of each person (*beneficiary*) to whom the trustee provides a wholesale real property financial service, to the effect that CSP will indemnify the beneficiary in relation to any liability (other than an exempt liability) that arises from the trustee's provision of a wholesale real property financial service to the beneficiary; and
 - (C) for the purposes of the relevant financial conditions of CSP's AFS licence — treat the assets, liabilities, cash inflows and cash outflows of the trustee as though they were included in the assets, liabilities, cash inflows and cash outflows of CSP; and
- (b) either of the following applies:
 - (i) the trustee and CSP have only issued any interests in the wholesale real property scheme to a person as a wholesale client and have, from the later of the date of this instrument and when the trustee or CSP first issue an interest in the scheme, taken all reasonable steps to ensure that interests in the scheme are only acquired by a person as a wholesale client; or
 - (ii) if the trustee or CSP 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 subparagraph (i):
 - (A) 10 business days have not elapsed without full particulars of the failure having been provided to ASIC in writing (to the extent that the trustee or CSP knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (B) 30 business days have not elapsed from ASIC receiving those particulars from the trustee or CSP without ASIC having notified the trustee or CSP in writing that the trustee may continue to rely on this instrument; and

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- (c) if the trustee or CSP becomes aware that, if the trustee held an AFS licence that contained the following conditions:
- (i) a condition to the effect of condition 13 of ASIC Pro Forma [PF 209] *Australian financial services licence conditions (PF 209)* as published at the date of this instrument; and
 - (ii) conditions to the effect of those parts of condition 28 of PF 209 (other than condition 28(a) and conditions 28(d)(iii), (iv) and (v)) that relate to a report by an auditor relating to condition 13; and
 - (iii) a condition that the trustee must lodge with ASIC the report by an auditor that would be required by those parts of condition 28 of PF 209 within 15 months of the time the trustee first relies on this instrument and then within each period of 13 months thereafter and relating to a period that commences:
 - (A) at the date of that first reliance; or
 - (B) immediately after the end of the period to which the last previous report lodged under this requirement relates,and ends not more than 3 months before the date of lodgment of the report, as if:
 - (iv) references to a responsible officer in condition 13 of PF 209 were to an officer; and
 - (v) references to the licensee's annual audit report under condition 28 of the licence in condition 13 of PF 209 were to the report lodged under subparagraph 5(c)(iii) of this instrument; and
 - (vi) references to conditions of the licence in condition 28 of PF 209 were to the condition mentioned in subparagraph 5(c)(i) of this instrument,it would be in breach, other than in an immaterial respect, of any of those conditions; and
 - (vii) 10 business days have not elapsed without the matter being notified to ASIC in writing; and

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- (viii) 30 business days have not elapsed from ASIC receiving the notice from the trustee or CSP without ASIC having notified the trustee in writing that the trustee may continue to rely on this instrument.

Exclusion from this instrument

6. The exemption in paragraph 4 does not apply to a person who has been notified in writing by ASIC that the person is excluded from relying on this instrument.

Interpretation

7. In this instrument:

custodial or depository service has the meaning given by section 766E of the Act.

derivative has the meaning given by section 761D of the Act.

exempt liability means, in relation to a wholesale real property scheme, a liability arising from any act or omission relating to a wholesale real property financial service for which the trustee of the scheme may be indemnified from the trust property.

incidental property, in relation to a wholesale real property scheme, means cash, deposits or current accounts with an Australian ADI or interests in a cash management trust that are held for no more than three months pending expenditure or distribution to members.

general insurance products has the meaning given by section 761A of the Act.

relevant financial conditions, in relation to an AFS licence, means conditions to the effect of conditions 13 (base level financial requirements), 21 (financial requirements for holding client money or property), 22 (financial requirements for licensee transacting with clients) and 28 (audit opinion on financial requirements) of PF 209 (as published at the date of this instrument).

representative has the meaning given by section 910A of the Act.

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

trust property of a wholesale real property scheme means:

- (a) contributions of money or money's worth to the scheme; and

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- (b) money borrowed or raised by the trustee for the purposes of the scheme; and
- (c) property acquired, directly or indirectly, with, or with the proceeds of, contributions or money referred to in paragraph (a) or (b); and
- (d) income and property derived, directly or indirectly, from contributions, money or property referred to in paragraph (a), (b) or (c).

wholesale real property scheme means a managed investment scheme to which all of the following apply:

- (a) the scheme is not registered, and is not required to be registered, because of subsection 601ED(2) of the Act; and
- (b) all of the trust property (other than incidental property, derivatives and general insurance products) consists of real property.

Dated this 2nd day of June 2017



Signed by Mai Go
as a delegate of the Australian Securities and Investments Commission

17-0399

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Superannuation Industry (Supervision) Act 1993
Subsection 130F(2)

DISQUALIFICATION ORDER

To: Neil Wilson
Unit 3 22 Council St Hawthorn East VIC 3123

Approved SMSF auditor registration number 100202426

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Neil Wilson from being an approved SMSF auditor with effect from 4 May 2017.

Dated this 28th day of April 2017

Signed: 
Craig Angove
Delegate of the Australian Securities and Investments Commission

17-0400

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [17-0400].

Commencement

3. This instrument commences on execution.

Exemption

4. Melbourne Securities Corporation Limited ACN 160 326 545 (MSC) as the responsible entity of Hamilton Chase Select Investment Fund ARSN 618 490 494 (Fund) does not have to comply with subsection 601ED(1) of the Act in respect of a sub-trust operated under the Fund.

Declaration

5. Chapter 5C of the Act applies to MSC in its capacity as responsible entity of the Fund as if provisions of that Chapter were modified or varied as follows:
 - (a) after subsection 601KA(3) insert:

'(3AA) Subsection (3) does not apply to a withdrawal made in accordance with section 601KE'; and
 - (b) after section 601KE insert:

"601KF Sub-Trust Withdrawals

- (1) Subsection 601GA(4) and Part 5C.6 applies to each separate managed investment scheme (**sub-trust**) which is operated under a registered scheme as if each reference to a scheme that is liquid (or not liquid) were instead a reference to the sub-trust and each reference to members of a scheme were instead a reference to members who hold interests in the sub-trust. This does not apply

to references to the constitution of a scheme."

Where this instrument applies

6. This instrument applies where:

- (a) the responsible entity of the Fund acts as the sub-trustee of a sub-trust or holds all of the shares in a sub-trust as responsible entity of the Fund;
- (b) the sub-trust has the same auditor as the Fund;
- (c) the deed constituting the sub-trust does not authorise any investments that are not also authorized under the constitution of the Fund;
- (d) the assets of the sub-trust are held by an Australian financial services license holder that is authorised to provide a custodial or depository service;
- (e) the Fund's constitution provides that if members of a sub-trust pass a special resolution that an amendment to the constitution be made in respect of the sub-trust, the sub-trust must be wound up;
- (f) The Fund's constitution provides that if members of a sub-trust pass a special resolution that an amendment to the constitution be made in respect of the sub-trust the responsible entity will amend the constitution under paragraph 601GC(1)(b) of the Act provided that it is satisfied;
 - (i) there is no adverse effect on the rights of members of the Fund; and
 - (ii) the amendment is not contrary to the best interests of members of the Fund;
- (g) the Fund's constitution provides that the responsible entity must ensure that amendments specified in subparagraph 6(f) are prominently disclosed on the website at least 21 days before the date of the meeting of members of the sub-trust at which the amendments will be considered;
- (h) the Fund's constitution provides that if a sub-trust's term is extended, members who choose to exit the sub-trust may be replaced by new members;
- (i) the Fund's constitution sets out a statement of the timeframe within which the responsible entity is required to accept or reject a request to withdrawal interests in a sub-trust;
- (j) the Fund's constitution provides that if the responsible entity accepts a withdrawal request, the responsible entity must pay the withdrawal price

to the member within 21 days and may replace the member leaving the sub-trust;

- (k) the Fund's constitution provides that the responsible entity may borrow or raise money for the purposes of that sub-trust and the specific assets of that sub-trust;
- (l) the Fund's constitution provides that members of a sub-trust are not liable for debts of the responsible entity that were incurred for the benefit of members of another sub-trust;
- (m) the scheme property of a sub-trust is not encumbered in relation to a liability entered into for another sub-trust;
- (n) the responsible entity is not entitled under the Fund's constitution to be indemnified out of the scheme property of a sub-trust in relation to liabilities or expenses incurred for another sub-trust;
- (o) the Fund's constitution provides that the responsible entity must advise ASIC in writing within 7 days of a new sub-trust being established.

7. Interpretation

In this instrument:

extraordinary resolution means in relation to a sub-trust an extraordinary resolution as defined under section 9 of the Act as if a reference to a registered scheme were instead a reference to a sub-trust and a reference to members of a registered scheme were instead a reference to members of the sub-trust.

responsible entity means the responsible entity appointed to operate the Fund.

scheme property means in relation to a sub-trust, the scheme property as defined under section 9 of the Act as if a reference to a registered scheme were instead a reference to the sub-trust.

special resolution means in relation to a sub-trust a special resolution as defined under section 9 of the Act as if a reference to a registered scheme were instead a reference to a sub-trust and a reference to members were instead a reference to members of the sub-trust.

sub-trust means a managed investment scheme (other than the Fund) that is established under the Fund's constitution.

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website means the website www.hamilton-chase.com.au and any related subdomains maintained in respect of the Fund.

Dated this 29 day of May 2017



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

17-0451

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 655A(1)(b) and 1020F(1)(a) — Amendments**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraphs 655A(1)(b) and 1020F(1)(a) of the *Corporations Act 2001*.

Title

2. This instrument is ASIC Instrument 17-0451.

Commencement

3. This instrument commences on 15 May 2017.

Amendment

4. ASIC Instrument 17-0344 is amended as follows:
 - (a) in paragraph 9 omit the definitions of *Explanatory Materials* and *Record Date*, substitute:

"Explanatory Materials means the explanatory memorandum and notice of meeting dated on or about 12 May 2017 sent to CUA Unitholders in relation to the Trust Scheme which is substantially in the same form as that provided to ASIC on or about 4 May 2017."
5. ASIC Instrument 17-0346 is amended as follows:
 - (a) in paragraph 6 omit "12 April 2017.", substitute: "12 May 2017."

Dated this 15th day of May 2017



Signed by Davis Zhang
as a delegate of the Australian Securities and Investments Commission



17-0473

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Wealth Managers Pty Ltd
ACN: 086 558 134("The Licensee")
Level 1
169 Liverpool Street
Hobart TAS 7000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 23270 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated: 2nd June 2017

Signed

James Nott,
A delegate of the Australian Securities and Investments Commission



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ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Gary P & Michael Hawksford
ABN: 70 093 386 788 ("The Licensee")
23 Morley Street
Bateau Bay NSW 2261

Pursuant to section 915B(2)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 243390 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated: 2nd June 2017

Signed

James Nott,
A delegate of the Australian Securities and Investments Commission

17-0502

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

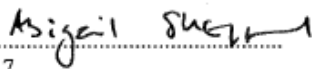
Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 26 May 2017

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF PATRICK SIMON MITCHELL****BANNING ORDER UNDER SECTIONS 920A AND 920B OF THE
CORPORATIONS ACT 2001**

To: Patrick Simon Mitchell

TAKE NOTICE that under sections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Patrick Simon Mitchell from providing any financial services permanently.

Dated this 16th day of May 2017

Signed: 
16 May 2017
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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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 926A(2)(a) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraph 926A(2)(a) of the *Corporations Act 2001* (Act).

Title

2. This instrument is ASIC Instrument 17-0503.

Commencement

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

Cessation

4. This instrument ceases to apply on 28 September 2018.

Exemption

5. IPM does not have to comply with Part 7.6 of the Act (other than Divisions 4 and 8) in relation to the provision of the following financial services in this jurisdiction to wholesale clients:
 - (a) providing financial product advice;
 - (b) dealing in a financial product;
 - (c) making a market for a financial product; and
 - (d) providing a custodial or depository service,in respect of any of the following financial products:
 - (e) eligible deposit products;
 - (f) derivatives;
 - (g) foreign exchange contracts;
 - (h) securities;
 - (i) debentures, stocks or bonds issued by a government;
 - (j) managed investment products;
 - (k) interests in a managed investment scheme that is not required to be registered under Chapter 5C of the Act.

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Where the exemption applies

6. IPM must:

- (a) before relying on this instrument—give ASIC all of the following:
 - (i) evidence that it is incorporated in Sweden and authorised by the FI to carry on a financial services business in Sweden;
 - (ii) written notice that it will provide financial services in this jurisdiction in reliance on this instrument;
 - (iii) written consent to the disclosure by the FI to ASIC and ASIC to the FI of any information or document that the FI or ASIC has that relates to IPM;
 - (iv) a deed of the body for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that IPM may have ceased to rely, or never have relied, on this instrument, which provides that:
 - (A) IPM 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;
 - (B) IPM covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;
 - (C) if IPM is not registered under Division 2 of Part 5B.2 of the Act, service of process on IPM in relation to 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 can be effected by service on the agent;
 - (D) IPM covenants that, on written request of either the FI or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the disclosure of any information or document that the FI or ASIC has relating to IPM as between the FI and ASIC; and
 - (E) the deed is irrevocable, except with the prior written consent of ASIC;
- (b) before providing financial services in this jurisdiction to a wholesale client—give to the client written disclosure containing prominent statements to the following effect:

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- (i) IPM is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
- (ii) IPM is regulated by the FI under foreign laws, which differ from Australian laws;
- (c) provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the FI regulatory requirements as if the financial service were provided in Sweden in like circumstances;
- (d) notify ASIC, in writing, no later than 15 business days after IPM becomes aware or should reasonably have become aware, of the details of:
 - (i) each significant change to, including the termination of, any licence or registration applying to IPM relevant to the financial services IPM provides or intends to provide in this jurisdiction; and
 - (ii) each significant exemption or other relief which IPM obtains from the FI regulatory requirements relevant to the financial services IPM provides or intends to provide in this jurisdiction; and
 - (iii) each action or investigation of the following kinds taken by any other foreign regulatory authority against IPM in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction;
 - (A) significant enforcement action;
 - (B) significant disciplinary action; and
 - (C) significant investigation (unless, after having taken reasonable steps to enable written notification to be given to ASIC, IPM is prohibited by law from giving such notification but only to the extent of the prohibition);
- (e) comply with any written notice given by ASIC directing IPM to give to ASIC, within the time specified in the notice, a written statement containing specified information about:
 - (i) the financial services provided by IPM in this jurisdiction; or
 - (ii) the financial services business operated by IPM in this jurisdiction.

Where IPM cannot rely on this instrument

7. IPM cannot rely on this instrument if:

- (a) ASIC has notified IPM or its agent that IPM is excluded from relying on this instrument and ASIC has not withdrawn the notice.
- (b) IPM fails to comply with a condition of this instrument and one of the following is satisfied:
 - (i) 15 business days have passed since IPM became aware or should reasonably have become aware of matters giving IPM reason to

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believe it had failed, other than in an immaterial respect, to comply with the condition without providing full particulars of the failure to ASIC (to the extent that IPM knows those particulars or would have known them if it had undertaken reasonable enquiries);

- (ii) 30 business days have passed from ASIC receiving those particulars from IPM without ASIC notifying IPM that it may continue to rely on this instrument.

Interpretation

8. In this instrument:

Act means the *Corporations Act 2001*.

address, in relation to a company, means the address of the registered office of the company.

agent means a natural person ordinarily resident in Australia or a company, whose name and address have been provided to ASIC in writing for the purposes of this instrument, and who is authorised to accept on the body's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act.

IPM means IPM Informed Portfolio Management AB (IPM), a company incorporated and regulated in Sweden, and to which all of the following apply:

- (a) IPM has a current authorisation given by the Finansinspektionen (FI), the agency responsible for the regulation of financial services in Sweden, to carry on a financial services business as an AIFM or Alternative Investment Fund Manager within the meaning of Directive 2001/61/EU of the European Union as incorporated into Swedish law;
- (b) IPM:
 - (i) is registered under Division 2 of Part 5B.2 of the Act; or
 - (ii) has an agent at the time that IPM first purports to rely on this instrument and, from that time, has not failed to have an agent for any consecutive period of 10 business days;
- (c) IPM's primary business is the provision of financial services.

FI regulatory requirements means the rules that apply in relation to the financial services provided by IPM as a financial services provider in Sweden including:

- (a) any applicable legislation;
- (b) instruments made under that legislation; and
- (c) any relevant policies or other documents (however described) issued by the FI.

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eligible deposit product means a deposit-taking facility that is not a deposit product as defined in section 761A of the Act.

non-cash payments has a meaning affected by section 763D of the Act.

other foreign regulatory authority means a foreign regulatory authority (other than the FI) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body.

Dated this 31st day of May 2017.



Signed by Andrew Duffy
as a delegate of the Australian Securities and Investments Commission

17-0504

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Exemption and 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 17-0504.

Commencement

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

Exemption

4. A shareholder of Turners who makes an offer of ordinary shares for sale (*sale offer*) within 12 months after their issue does not have to comply with subsection 707(3) of the *Act* where:
 - (a) at the time of the issue of the shares:
 - (i) Turners was listed on the financial market operated by NZX Limited for a period of at least 3 months and was not listed on the financial market operated by ASX Limited; and
 - (ii) a notice that complied with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand was given to NZX Limited; and
 - (b) at the time of the sale offer, Turners is listed on the financial market operated by ASX Limited as a foreign exempt listing.

Declaration

5. Chapter 6D of the *Act* applies in relation to Turners as if the following provisions were modified or varied:
 - (a) in section 708A:
 - (i) in paragraph (1)(a) omit “(12A) or (12C),” and substitute “(12A), (12C) or (12G),”;

Note: ASIC Corporations (Non-Traditional Rights Issues) 2016/84 notionally inserted section 708A(12A) of the *Act* and ASIC Corporations (Sale Offers: Securities Issued

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on Conversion of Convertible Notes) 2016/82 notionally inserted section 708A(12C) of the Act.

- (ii) in paragraph (1A)(a) omit “(5),” and substitute “(5) or (12G),”; and
- (iii) in subsection (12A) omit paragraph “(b)”;
- (iv) after subsection (12F) insert:

“Sale offers of quoted securities: NZ foreign exempt listed body—case 6

- (12G) The sale offer of securities in a New Zealand foreign exempt listed body does not need disclosure to investors under this Part if:
 - (a) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days during:
 - (i) if this section applies because of subsection (1)—the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were issued; or
 - (ii) if this section applies because of subsection (1A)—the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were sold by the controller; and
 - (b) either:
 - (i) if this section applies because of subsection (1)—the body gives the relevant market operator for the body a notice that the body reasonably believes complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; or
 - (ii) if this section applies because of subsection (1A)—both the body, and the controller, gives the relevant market operator for the body a notice that the body and the controller reasonably believe complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; and

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- (c) the notice given under paragraph (b) states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
- (i) if this section applies because of subsection (1) – the body issued the relevant securities without disclosure to investors under this Part; or
 - (ii) if this section applies because of subsection (1A) – the controller sold the securities without disclosure to investors under this Part; and
 - (iii) the notice is being given under paragraph 708A(12G) as notionally inserted by instrument 17-0504;
 - (iv) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

New Zealand foreign exempt listed body means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
- (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.

relevant market operator means both ASX Limited and NZX Limited.”.

- (b) in section 708AA after paragraph (2)(f) insert:

“(2A) In this section, relevant market operator means both ASX Limited and NZX Limited”.

- (c) omit subsections 708AA(7) to (11), and substitute:

“(7) For a New Zealand foreign exempt listed body, a notice complies with this subsection if:

- (a) the body reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and

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(b) the notice states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that

- (i) the body will offer the relevant securities for issue without disclosure under this Part;
- (ii) the notice is being given under paragraph (2)(f); and
- (iii) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

New Zealand foreign exempt listed body means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
 - (b) listed on the financial market operated by ASX Limited as an foreign exempt listing.”
- (d) in subsection 708AA(12) as notionally inserted by ASIC Corporations (Non-Traditional Rights Issues) 2016/84 omit subsection (a) and substitute:
- “(a) any information that would be excluded information under clause 20(5) of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand (as that clause exists on the date the notice is given) and that would need to be included in the notice if the notice had been given at that time and that has not been included in the notice or otherwise provided to the relevant market operator; or”

Interpretation

6. In this instrument:

Turners means Turners Automotive Group Limited NZBN 942 903 992 6999 (Company Number 247933), a body incorporated under the *Companies Act 1993* of New Zealand.

Dated this 30th day of May 2017



Signed by Claire LaBouchardiere
as a delegate of the Australian Securities and Investments Commission

17-0508

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0508.

Commencement

3. This instrument commences on gazettal.

Amendments

4. ASIC instrument 14-0258 is amended as follows:
 - a) in paragraph 4, after “Parts 6D.2 and 6D.3 (except section 736)”, insert “and Part 7.9”;
 - b) in paragraph 5, after “Parts 6D.2 and 6D.3”, insert “and Part 7.9”;
 - c) in paragraph 6:
 - (i) after “Parts 6D.2 and 6D.3”, insert “and Part 7.9”;
 - (ii) after “section 736”, insert “and section 992A”;
 - d) in sub-subparagraph 8(b)(i), omit the definition of *eligible offer* and substitute:

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

 - (a) a fully paid voting ordinary share of the issuer;
 - (b) a unit in a financial product mentioned in paragraph (a);
 - (c) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraph (a);

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- (d) an incentive right granted in relation to a financial product mentioned in paragraph (a)";

for no more than nominal consideration, made under an employee share scheme extended only to eligible employees of the issuer;"

- e) in sub-subparagraph 8(b)(ii) (definition of *offer document*, paragraph (c)), omit "subject to the options"
- f) in sub-subparagraph 8(b)(iii) (definition of *employee share scheme*), omit "shares (or units of shares or options to acquire shares) in", substitute "an eligible product issued by";
- g) in subparagraph 9(a), after "50 eligible employees", insert "*(participation limit)*"
- h) after subparagraph 9(a), add
- "9(ba) for the purpose of calculating the participation limit referred to in subparagraph 9(a), disregard participation in the Plan by:
- (i) an eligible employee to whom an offer could be made, or could have been made, without a disclosure document because of subsection 708(12);
- (ii) any person who, at the time of calculating the participation limit, is not an employee or director of the issuer or of an associated body corporate of the issuer;
- (iii) any person who, at the time of calculating the participation limit, is not an employee of the Australian wholly-owned subsidiary of the issuer.";
- i) in subparagraph 9(f), omit "an option", substitute "a right associated with an eligible product";
- j) in subparagraph 10(c) (definition of *eligible incentive plan offer*), omit "an offer for the issue or sale of options in relation to fully-paid ordinary shares in the issuer," substitute "an offer by the issuer of an eligible product";
- k) before paragraph 10(d), add:
- "(ca) *eligible product* means:
- (i) a fully paid voting ordinary share of the issuer;
- (ii) a unit in a financial product mentioned in paragraph (i);

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- (iii) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraph (i);
- (iv) an incentive right granted in relation to a financial product mentioned in paragraph (i)."

Dated this 31st day of May 2017



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

17-0509

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0509.

Commencement

3. This instrument commences on gazettal.

Exemption

4. Nexvet does not have to comply with Division 5A of Part 7.9 of the Act in relation to an unsolicited offer to which paragraph 6 of this instrument applies.
5. Nexvet does not have to comply with the requirement in subsection 911A(1) of the Act to hold an Australian financial services licence for the provision of general financial product advice where paragraph 7 of this instrument applies.

Where exemptions apply

6. The exemption in paragraph 4 of this instrument applies where:
 - (a) under a scheme of arrangement that is carried out in accordance with the Companies Act 2014 of the Republic of Ireland, Zoetis Belgium S.A., a company incorporated under the laws of Belgium and a wholly owned subsidiary of Zoetis Inc., a company incorporated in the United States of America, will acquire all of the shares issued in Nexvet for cash consideration;
 - (b) the scheme of arrangement is subject to the terms and conditions set out in the scheme documents, with any modifications, additions or conditions, as are approved by the High Court of the Republic of Ireland;
 - (c) the scheme of arrangement is substantially in accordance with the information Nexvet provided to ASIC in its application dated 26 April 2017;
 - (d) Nexvet takes all reasonable steps to ensure that the scheme of arrangement is carried out in accordance with the relevant laws of the Republic of Ireland.

17-0509

7. The exemption under paragraph 5 of this instrument applies where:

- (a) all of the requirements of paragraph 6 of this instrument are satisfied;
- (b) Nexvet provides general financial product advice in an explanatory statement, however described, about the scheme of arrangement set out in paragraph 6 of this instrument; and
- (c) the explanatory statement is required to be given under, and is regulated by, the laws of the Republic of Ireland.

Interpretation

In this instrument:

Act means the *Corporations Act 2001*.

general advice has the meaning given by subsection 766B(4) of the Act

Nexvet means Nexvet Biopharma plc, a public liability company incorporated under the laws of the Republic of Ireland.

scheme documents means, in relation to the scheme of arrangement under paragraph 6 of this instrument, the documents that will be sent to shareholders of Nexvet, including:

- (a) a document that sets out the substantive terms of the scheme of arrangement;
- (b) a scheme circular that explains the effect of the scheme of arrangement and provides a statement of any material interest of any director of Nexvet and the effect of the scheme of arrangement on those interests; and
- (c) a notice of meeting.

unsolicited offer means:

- (a) an offer to which Division 5A of Part 7.9 of the Act applies because of section 1019D of the Act; and
- (b) an invitation covered by section 1019F of the Act.

Dated this 31 day of May 2017



Signed by Abramo Martinelli
as a delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

17-0512

CORPORATIONS ACT
SECTION 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES

INDIANA RESOURCES LIMITED

CIRCUMSTANCES

1. On or about 14 February 2017, the CEO of Indiana Resources Limited (**Indiana**) advised Mr Joseph El-Raghy, a representative of Cosmopolitan Minerals Limited (**Cosmopolitan**), that Indiana did not wish to proceed with a proposed transaction involving the acquisition of assets by Indiana from Cosmopolitan. It had been proposed that Mr Brett Montgomery and Ms Heidi Brown would be appointed as directors of Indiana at completion of the proposed transaction.
2. On 20 February 2017, BPM Capital Limited (**BPM**), Mr Jamie Phillip Boyton and Mr Joseph El-Raghy gave a notice of change of interest of substantial holder disclosing voting power of 13.84% in Indiana.
3. On 22 February 2017, BPM gave notice under s249D¹ (**s249D requisition**) to requisition a meeting of Indiana to consider resolutions to remove two directors and elect Mr Brett Montgomery and Ms Heidi Brown as directors of Indiana.
4. Numerous emails concerning Indiana were exchanged between two or more of Ms Heidi Brown, Mr Brett Montgomery, Mr Joseph El-Raghy and a BPM employee between mid-February and 4 April 2017. They included:
 - (a) An email from Mr Brett Montgomery to Ms Heidi Brown on 28 February 2017 providing draft statements intended to form part of a letter from BPM to Indiana shareholders explaining the reasons for the s249D requisition.
 - (b) An email from Ms Heidi Brown on 3 March 2017, copied to Mr Brett Montgomery, attaching "Brett's changes" to a draft letter from BPM to Indiana shareholders explaining the reasons for the s249D requisition.
 - (c) An email from Mr Brett Montgomery to Mr Joseph El-Raghy, and copied to Ms Heidi Brown, on 16 March 2017 detailing conversations between Mr Brett Montgomery and Indiana shareholders.

¹ References are to the *Corporations Act 2001* (Cth) unless otherwise indicated.

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- (d) Emails exchanged on 30 March 2017 between Mr Brett Montgomery and Mr Joseph El-Raghy, and copied to Ms Heidi Brown, concerning the acquisition of Indiana shares by Ms Heidi Brown and outstanding orders in screen.
 - (e) Emails exchanged in early April 2017 between Ms Heidi Brown and a BPM employee regarding BPM's voting confirmation appointing Mr Brett Montgomery as BPM's proxy.
 - (f) An email from Ms Heidi Brown to Mr Brett Montgomery on 2 April 2017 attaching a draft notice of becoming a substantial holder in Indiana in relation to Mr Brett Montgomery.
 - (g) An email from Mr Brett Montgomery to Ms Heidi Brown on 4 April 2017 forwarding voting confirmation of Gerise Pty Ltd (**Gerise**) appointing Ms Heidi Brown as Gerise's proxy. Mr Brett Montgomery is the sole shareholder and director of Gerise.
5. The Panel considers that the email correspondence detailed in paragraph 4 (among others) establishes that Mr Brett Montgomery, BPM and Ms Heidi Brown had an understanding and were acting or proposing to act in concert in relation to the resolutions notified in the s249D requisition.
 6. On 15 March 2017, BPM, Mr Jamie Phillip Boyton and Mr Joseph El-Raghy gave a notice of change of interest of substantial holder disclosing voting power of 16.83% in Indiana as a result of acquisitions made between 9 March 2017 and 15 March 2017.
 7. On 28 March 2017, BPM, Mr Jamie Phillip Boyton and Mr Joseph El-Raghy gave a notice of change of interest of substantial holder disclosing voting power of 18.27% in Indiana as a result of acquisitions made between 16 March 2017 and 27 March 2017.
 8. On 3 April 2017 Mr Brett Montgomery gave a notice of becoming a substantial holder disclosing voting power of 5.275% in Indiana as a result of acquisitions made between 14 March 2017 and 31 March 2017 by Mr Montgomery, Gerise and Mr Montgomery as trustee of the Tollafeld Super Fund.
 9. On 6 April 2017, BPM, Mr Jamie Phillip Boyton, Mr Joseph El-Raghy and Ms Heidi Brown gave a notice of change of interest of substantial holder disclosing voting power of 18.43% in Indiana and disclosing that Ms Heidi Brown is an associate of BPM in relation to Indiana under s12(2)(c).
 10. The Panel considers that from at least 28 February 2017 until at least 4 April 2017 Mr Brett Montgomery, Ms Heidi Brown and BPM had an agreement, arrangement or understanding for the purpose of controlling or influencing the composition of Indiana's board and the conduct of Indiana's affairs and were associated under s12(2)(b). In addition, they were acting in concert in relation to Indiana's affairs and were associated under s12(2)(c).

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Contravention of s606

11. As a result of the acquisition of relevant interests in Indiana shares by Mr Brett Montgomery and BPM on or about 27 March 2017, their voting power in Indiana increased above 20%. None of the exceptions in s611 applied and accordingly s606 was contravened.

Contraventions of s671B

12. In contravention of s671B:

- (a) No substantial holder notice has been given disclosing the total combined voting power in Indiana of Mr Brett Montgomery, Ms Heidi Brown and BPM and their association in relation to Indiana.
- (b) The notices of change of interests of substantial holder given by BPM on 8 March 2017, 15 March 2017 and 28 March 2017 are deficient because, among other things, they do not disclose the association between Mr Brett Montgomery, Ms Heidi Brown and BPM in relation to Indiana.
- (c) The notice of change of interests of substantial holder given by BPM and Ms Heidi Brown on 6 April 2017 is deficient because, among other things, it does not disclose their association with Mr Brett Montgomery in relation to Indiana.
- (d) The notice of becoming a substantial holder given by Mr Brett Montgomery on 3 April 2017 is deficient because, among other things, it does not disclose his association with BPM and Ms Heidi Brown in relation to Indiana.

EFFECT

13. It appears to the Panel that:

- (a) the acquisition of control over voting shares in Indiana has not taken place in an efficient, competitive and informed market and
- (b) the holders of shares in Indiana do not know the identity of persons who have acquired a substantial interest in Indiana.

CONCLUSION

14. It appears to the Panel that the circumstances are unacceptable circumstances:

- (a) having regard to the effect that the Panel is satisfied they have had on:
 - (i) the control, or potential control, of Indiana or
 - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in Indiana
- (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602
- (c) in the further alternative, because they constituted or constitute a contravention of a provision of Chapter 6 or of Chapter 6C of the Act.

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15. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of Indiana.



Allan Bulman
Director
with authority of James Dickson
President of the sitting Panel
Dated 3 May 2017

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 second day of June 2017

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

TASMANIAN FORESTS TRUST NO.3

093 165 005

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 second day of June 2017

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ALECTIA A/S	122 843 636
BARCLAYS CAPITAL SECURITIES LIMITED	088 271 792
COINARCH PTE. LTD.	611 613 506
DEUS INVESTMENTS LIMITED	147 986 203

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.

ARCOURT RESOURCES N.L.

ACN 006 734 934 will change to a proprietary company limited by shares. The new name will be ARCOURT RESOURCES PTY LIMITED ACN 006 734 934.

AUSENCO LIMITED

ACN 114 541 114 will change to a proprietary company limited by shares. The new name will be AUSENCO PTY LTD ACN 114 541 114.

CASCADE RESOURCES LTD

ACN 128 744 178 will change to a proprietary company limited by shares. The new name will be CASCADE RESOURCES PTY LTD ACN 128 744 178.

CLEARCAR LIMITED

ACN 155 871 042 will change to a proprietary company limited by shares. The new name will be CLEARCAR PTY LTD ACN 155 871 042.

CP2 GROUP LIMITED

ACN 128 052 022 will change to a proprietary company limited by shares. The new name will be CP2 GROUP PTY LIMITED ACN 128 052 022.

CYSTIC FIBROSIS NEW SOUTH WALES

ACN 002 522 241 will change to a proprietary company limited by shares. The new name will be CYSTIC FIBROSIS NEW SOUTH WALES PTY LTD ACN 002 522

ELEV8 CAPITAL FUND PTY LTD

ACN 615 628 905 will change to a public company limited by shares. The new name will be ELEV8 CAPITAL FUND LTD ACN 615 628 905.

GOLDFIELDS WINCAP PTY LTD

ACN 612 578 855 will change to a public company limited by shares. The new name will be GOLDFIELDS WINCAP LTD ACN 612 578 855.

GOLDVIEW METALS LIMITED

ACN 079 580 055 will change to a proprietary company limited by shares. The new name will be GOLDVIEW METALS PTY LTD ACN 079 580 055.

HAVILLAND EQUITY PTY LTD

ACN 085 353 911 will change to a public company limited by shares. The new name will be HAVILLAND EQUITY LIMITED ACN 085 353 911.

LIME HOLDINGS LIMITED

ACN 135 683 224 will change to a proprietary company limited by shares. The new name will be LIME HOLDINGS PTY LTD ACN 135 683 224.