ASIC Corporations (Application Form Requirements) Instrument 2027/XX

I, <insert name>, delegate of the Australian Securities and Investments Commission, make the following legislative instrument.

Date 2027

[DRAFT ONLY – NOT FOR SIGNATURE]

<signature>

<insert name>

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Part 1—Preliminary

1 Name of legislative instrument

This is the *ASIC Corporations (Application Form Requirements) Instrument 2027/XX*.

2 Commencement

This instrument commences on the day after it is registered on the Federal Register of Legislation.

Note: The register may be accessed at www.legislation.gov.au.

3 Authority

This instrument is made under subsections 741(1) and 1020F(1) of the *Corporations Act 2001*.

4 Schedules

Each instrument that is specified in a Schedule to this instrument is amended or repealed as set out in the applicable items in the Schedule concerned, and any other item in a Schedule to this instrument has effect according to its terms.

5 Simplified outline of the legislative instrument

This instrument provides relief from the application form requirements that apply under the Act in relation to issues and transfers of securities and other financial products.

The instrument provides exemptions from the application form requirements in relation to:

(a) switching arrangements between related registered schemes, related notified foreign passport funds and sub-funds of a retail CCIV; and

(b) reconstructions and capital reductions; and

(c) pro-rata bonus offers of options.

The instrument also modifies the application form requirements in relation to application forms distributed by a financial services licensee.

Finally, the instrument provides additional minor and technical relief in relation to the application form requirements.

Some of the exemptions and modifications are subject to additional requirements.

6 Definitions

In this instrument:

Act means the *Corporations Act 2001*.

defective has the same meaning as in section 1021B(1) of the Act.

eligible foreign country means:

(a) in relation to a reconstruction—each of the following:

(i) Canada;

(ii) France;

(iii) Germany;

(iv) Italy;

(v) Japan;

(vi) The Netherlands;

(vii) Switzerland;

(viii) United States of America; and

(b) in relation to a foreign capital reduction offer—each country mentioned in paragraph (a) and each of the following:

(i) Hong Kong;

(ii) Malaysia;

(iii) New Zealand;

(iv) Singapore;

(v) South Africa;

(vi) United Kingdom.

Note: The jurisdictions listed in paragraph (b) are not eligible foreign countries for the purposes of a reconstruction because *ASIC Corporations (Compromises or Arrangements) Instrument 2025/613* provides an exemption from the obligation to provide a disclosure document or Product Disclosure Statement for offers of securities and financial products respectively in reconstructions made under the laws of those jurisdictions.

eligible reconstruction means a reconstruction to which either of the following applies:

(a) the reconstruction is between a foreign company and its members or any class of them and is regulated by or under a law that is in force in, or in a part of, an eligible foreign country;

(b) the reconstruction relates to a registered scheme and is between the responsible entity of the scheme and the members of the scheme or any class of them.

foreign capital reduction offer means an offer of securities or other financial products that is made:

(a) to the members of a body that is not a company; and

(b) in connection with a proposed reduction of the share capital of the body where:

(i) the members are asked to vote on a resolution that the body reduce its share capital; and

(ii) the reduction is regulated by or under a law that is in force or applies in, or in a part of, an eligible foreign country; and

(iii) consideration is to be provided for the issue or transfer of the securities or other financial products.

member approved switch arrangement means:

(a) a written arrangement between the responsible entity of a registered scheme and its members where:

(i) the arrangement has been entered into as a result of members voting in favour of a resolution to approve the arrangement at a members' meeting; and

(ii) under the arrangement all members will switch all or part of their interests to interests in another registered scheme operated by the responsible entity or a related body corporate; or

(b) a written arrangement between the operator of a notified foreign passport fund and its members where:

(i) the arrangement has been entered into as a result of members voting in favour of a resolution to approve the arrangement at a members' meeting; and

(ii) under the arrangement all members will switch all or part of their interests to interests in another notified foreign passport fund operated by the operator or a related body corporate; or

(c) a written arrangement between a CCIV and the members of a sub-fund of the CCIV where:

(i) the arrangement has been entered into as a result of members voting in favour of a resolution to approve the arrangement at a meeting of the members of the sub-fund; and

(ii) under the arrangement all members will switch all or part of their shares to shares in another sub-fund of the CCIV.

nominated electronic means has the same meaning as in section 9 of the Act as notionally modified or varied by ASIC Corporations (Electronic Disclosure) Instrument 2025/447.

offer:

(a) in subsection 8(1) and section 10, has a meaning affected by section 702 of the Act; and

(b) in subsection 8(2), has a meaning affected by sections 1010C and 1011C of the Act.

options, in relation to a:

(a) body, means options to acquire, by way of issue, shares in the body; and

(b) registered scheme, means options to acquire, by way of issue, interests in the scheme.

Part 2J.1 capital reduction offer means an offer of securities or other financial products that is made to the members of a company in

connection with a proposed reduction of the share capital of the company where:

(a) the members are asked to vote on a resolution that the company reduce its share capital in accordance with Division 1 of Part 2J.1 of the Act; and

(b) consideration is to be provided for the issue or transfer of the securities or other financial products.

pro-rata bonus offer, in relation to:

(a) options of a body, means a grant of options to all holders of shares in a class of shares to which the options relate in proportion to their existing shareholdings on terms that no consideration is payable for the grant of the options; and

(b) options of a registered scheme, means a grant of options to all holders of interests in a class of interests to which the options relate in proportion to their existing holdings on terms that no consideration is payable for the grant of the options.

reconstruction means a compromise or arrangement.

relevant financial product has the same meaning as in subsection 1016A(1) of the Act.

Note: The definition of ***relevant financial product*** in subsection 1016A(1) includes a security in a CCIV: section 1241W.

sale, in subsection 8(2), has a meaning affected by section 1010C of the Act.

stapled security means two or more financial products including at least one interest in a registered scheme:

(a) that under the constitution of the scheme must be transferred together; and

(b) where there are no financial products in the same class as those financial products which may be transferred separately.

Short-Form PDS and ***Supplementary Short-Form PDS*** have the same meanings as in Division 3A of Part 7.9 of the Act, as notionally inserted by Part 3 of Schedule 10BA of the *Corporations Regulations 2001*.

switch means:

(a) the redemption of interests in a registered scheme and reinvestment of the proceeds in interests in another registered scheme; or

(b) the redemption of interests in a notified foreign passport fund and reinvestment of the proceeds in interests in another notified foreign passport fund; or

(c) the redemption of shares in a CCIV that are referable to a sub-fund of the CCIV and the reinvestment of the proceeds in shares in another sub-fund of the CCIV.

voluntary switch arrangement means***:***

(a) a written arrangement between the responsible entity of a registered scheme and a member that sets out the circumstances in which an application (***switch application***) by the member to switch from an interest in the scheme to an interest in another registered scheme operated by the responsible entity or a related body corporate may be accepted; or

(b) a written arrangement between the operator of a notified foreign passport fund and a member that sets out the circumstances in which an application (***switch application***) by the member to switch from an interest in the fund to an interest in another notified foreign passport fund operated by the operator or a related body corporate may be accepted; or

(c) a written arrangement between the CCIV and a member of a sub-fund of the CCIV that sets out the circumstances in which an application (***switch application***) by the member to switch from shares in the sub-fund of the CCIV to shares in another sub-fund of the CCIV may be accepted.

Part 2—Exemption

7 Applications to switch between related schemes, related notified foreign passport funds and sub-funds of a retail CCIV

Exemption

(1) A responsible entity of a registered scheme and an operator of a notified foreign passport fund do not have to comply with section 1016A of the Act in relation to the issue of an interest (***new interest***) in the scheme or fund that is made in accordance with a voluntary switch arrangement or a member approved switch arrangement.

(2) A retail CCIV does not have to comply with section 1016A of the Act in relation to the issue of shares (***new shares***) in the retail CCIV that is made in accordance with a voluntary switch arrangement or a member approved switch arrangement.

Where exemptions are available

(3) The exemptions in subsections (1) and (2) are available to a responsible entity, an operator and a retail CCIV where the responsible entity, operator or corporate director of the retail CCIV (as applicable) has taken reasonable steps to ensure that:

(a) in the case of a voluntary switch arrangement—before the time (***relevant time***) of the switch application in relation to the new interest or new shares; and

(b) in the case of a member approved switch arrangement—before the time (***relevant time***) of the vote on the resolution to approve the arrangement;

it gave, or made available by a nominated electronic means, to the member:

(c) a Product Disclosure Statement (Statement) or Short-Form PDS (Statement) for the new interest or new shares that was not defective at the relevant time; and

Note: The information contained in a Statement includes any information contained in a Supplementary Statement given at the same time as the Statement or later: sections 1014D and 1017O (as notionally inserted by Part 3 of Schedule 10BA of the *Corporations Regulations 2001*).

(d) information which describes the switch arrangement.

8 Application forms for reconstructions and capital reductions

Exemption

(1) A person does not have to comply with subsection 723(1) of the Act where the person makes or proposes to make an offer of securities for issue or sale that:

(a) is made under an eligible reconstruction; or

(b) is a Part 2J.1 capital reduction offer; or

(c) is a foreign capital reduction offer.

(2) A person who issues or sells a relevant financial product does not have to comply with subsection 1016A(2) of the Act if the issue or sale results from an offer of the financial product that:

(a) is made under an eligible reconstruction; or

(b) is a Part 2J.1 capital reduction offer; or

(c) is a foreign capital reduction offer.

Note: *ASIC Corporations (Capital Reductions and Reconstructions—Technical Disclosure Relief) Instrument 2017/242* provides additional technical disclosure relief in relation to such reconstructions and capital reductions.

9 Bonus issues of options

Application forms

(1) A body does not have to comply with subsection 723(1) of the Act in relation to a pro-rata bonus offer of options over shares in the body.

Note: Subsection 727(2) of the Act prohibits a person from making an offer of options that needs disclosure to investors under Part 6D.2 of the Act unless the offer is included in or accompanied by a copy of a disclosure document for the offer.

(2) A responsible entity of a registered scheme does not have to comply with subsection 1016A(2) of the Act in relation to a pro-rata bonus offer of options over interests in the scheme where:

(a) the interests form part of stapled securities; and

(b) shares in a body also form part of the stapled securities.

Advertising

(3) A body does not have to comply with subsection 734(2) of the Act in relation to an advertisement or publication of a statement about a pro-rata bonus offer of options over shares in the body provided the advertisement or publication:

(a) where the advertisement or publication is published before the disclosure document for the offer of the options is lodged—includes a statement that a disclosure document for the offer of the options will be made available when the options are offered;

(b) where the advertisement or publication is published after the disclosure document for the offer of the options is lodged—includes a statement that the offers of the options will be made in, or accompanied by, a copy of the disclosure document.

Part 3—Declaration

10 Advertising and publicity for reconstructions and capital reductions

Chapter 6D of the Act applies to a person who makes or proposes to make an offer of securities for issue or sale to which the exemption in subsection 8(1) applies as if section 734 of the Act (as notionally modified or varied by *ASIC Corporations (Pre-Prospectus Advertising and Publicity) Instrument 2026/807*) were modified or varied by:

(a) omitting paragraphs 734(5)(f) and 734(6)(e); and

(b) in paragraph 734(6)(d), omitting "; and" and substituting ".".

11 Application forms created by licensees

(1) Chapter 6D of the Act applies to all persons as if section 723 were modified or varied by, after subsection (1), inserting:

"*Licensee personalised application forms*

(1A) Despite subsection (1), and subject to subsection (1B), the securities may be issued or transferred in response to an application form if the form was distributed in circumstances covered by one of the following paragraphs:

(a) the form was distributed to a financial services licensee by the person offering the securities, and partly completed by the licensee before being distributed by the licensee to a person making the application;

(b) the form was distributed by a financial services licensee to a person making the application (whether or not the form was partly completed by the licensee before being distributed) in circumstances where the form was copied or directly derived by the licensee from an application form that was:

(i) distributed to the licensee by the person offering the securities; and

(ii) included in, or accompanied by, a disclosure document that was distributed to the licensee by the person offering the securities when the application form was distributed to the licensee;

(c) the form was created by a financial services licensee and distributed by the licensee to a person making the application (whether or not the form was partly completed by the licensee before being distributed).

(1B) The securities may only be issued or transferred under subsection (1A) if the person issuing or transferring them has reasonable grounds to believe that:

(a) when the applicant received the application form, the applicant was given access, at the same time and by the same means, to the disclosure document; and

(b) the application form included the following information:

(i) the identity of the issuer, the nature of the securities being offered, the price of the securities, the date of the disclosure document and the expiry date of the disclosure document;

(ii) a prominent statement to the effect that:

(A) there is a disclosure document with information about investing in the securities; and

(B) it is advisable to read the disclosure document before applying for the securities.".

(2) Part 7.9 of the Act applies to a person issuing or selling a relevant financial product as if section 1016A were modified or varied by, after subsection (2), inserting:

"*Licensee personalised application forms*

(2A) Despite subsection (2), and subject to subsection (2B), a restricted issue or restricted sale of a relevant financial product to a recipient may be made pursuant to an application form that was distributed by a financial services licensee to the applicant.

(2B) The financial product may only be issued or sold under subsection (2A) by a person where:

(a) the person has reasonable grounds to believe that a Product Disclosure Statement relating to the product has been given or made available by nominated electronic means to the applicant and was not defective at the time of the application; and

Note: The definition of ***nominated electronic means*** is notionally inserted into section 9 by *ASIC Corporations (Electronic Disclosure) Instrument 2025/447*.

(b) the application form included the following information:

(i) the identity of the issuer, the nature of the financial products being offered and the date of the Product Disclosure Statement;

(ii) a prominent statement to the effect that the applicant should have been given or have had made available to them by an electronic means, a Product Disclosure Statement that is required by law to enable the applicant to make an informed decision about acquiring the financial product.".

Note: Part 7.9 applies to CCIVs subject to modifications: see, in particular, section 1241W (which modifies section 1016A).

12 Requirement to include applicant's date of birth in the application form

Part 7.9 of the Act applies in relation to a managed investment product, a foreign passport fund product and a security in a CCIV as if paragraph 7.9.74(1)(b) of the *Corporations Regulations 2001* were modified or varied by, after "birth", inserting "or a statement that the applicant is at least 18 years of age".

13 Application forms where no PDS required

Part 7.9 of the Act applies in relation to a person who issues or sells a relevant financial product as if section 1016A were modified or varied as follows:

(a) in the definition of ***restricted issue*** in subsection 1016A(1), omit "either", substitute "any";

(b) before paragraph (b) of the definition of ***restricted issue*** in subsection 1016A(1), insert:

"(aa) an issue in a situation, or pursuant to an offer made in a situation, where the regulated person does not have to give the client a Product Disclosure Statement because of an exemption under subsection 1020F(1); or";

(c) in paragraph (b) of the definition of ***restricted issue*** in subsection 1016A(1), omit "section 1012E", substitute "section 1012DAA, 1012E";

(d) before paragraph (b) of the definition of ***restricted sale*** in subsection 1016A(1), insert:

"(aa) is not made in a situation where the regulated person does not have to give the client a Product Disclosure Statement because of an exemption under subsection 1020F(1); and

(ab) is not made in a situation to which section 1012DA applies; and".

Note: Part 7.9 applies to CCIVs subject to modifications: see, in particular, sections 1241W (which modifies section 1016A) and 1241S (which modifies section 1012DAA).

Part 4—Repeal

14 Repeal

This instrument is repealed at the start of 1 April 2032.

Schedule 1—Repeals

ASIC Corporations (Application Form Requirements) Instrument 2017/241

1 The whole of the instrument

Repeal the instrument.