

## **CHAPTER 7**

# **TRANSFER AND REGISTRATION**

**CHAPTER 7 - SCOPE OF CHAPTER  
TRANSFERS AND REGISTRATION**

This **Chapter** sets out the requirements that a <sup>\*</sup>listee must comply with in relation to transfers and the registration of transactions occurring upon <sup>\*</sup>APX market.

**SECURITIES REGISTER.**

- 7.1.1.** A \*listee must maintain a \*securities register in accordance with the provisions of the \*Act.
- 7.1.2.** A \*listee must make such arrangements that are acceptable to \*APX to facilitate the efficient registration of transfers in relation to transactions occurring on \*APX market in the \*listee's securities.
- 7.1.3.** A \*listee must ensure that, prior to registration on its \*securities register of an off market transfer, its \*securities registry obtains written confirmation from \*APX that the parcel of \*securities the subject of the off market transfer is not the subject of a dealing on \*APX market. If \*APX advises the \*securities registry that the parcel of \*securities the subject of the off market transfer is also the subject of a dealing on \*APX market, the \*listee must ensure that the \*securities registry does not register the off market transfer.

**TRANSFERS OF SECURITIES.**

**NO INTERFERENCE ETC WITH TRANSFER OF SECURITIES.**

- 7.2.1.** A \*listee must not in any way prevent, delay or interfere with the generation of a transfer or registration of \*quoted securities, except as provided in **Rules 7.1.3, 7.2.2 and 7.2.3.**
- 7.2.2.** A \*listee may refuse to register a transfer, in any of the following circumstances:
- (a) the \*listee has a lien on the securities under **Rule 4.45**;
  - (b) the \*listee has been served with a court order that restricts the ability of the security holder to transfer the \*securities;
  - (c) registration of the transfer may breach an Australian law and \*APX has given written permission to the \*listee allowing it to refuse to register the transfer;
  - (d) the \*listee is allowed to refuse to register it under **Rules 7.4.1 to 7.4.3 or 7.5.1 to 7.5.3**;
  - (e) if the \*securities are restricted securities, it is during the escrow period for the \*securities;
  - (f) a law related to stamp duty prohibits the \*listee from registering it; or
  - (g) the transfer is in breach of the terms of an \*employee incentive scheme.
- 7.2.3.** A \*listee must not require a statutory declaration or other document in connection with ownership restrictions of its \*securities before it will register a transfer.

**WRITTEN ACKNOWLEDGEMENT OF REFUSAL.**

- 7.3.** A \*listee that refuses to register a transfer under **Rule 7.2.2** must provide written notice of the refusal to the lodging party together with the reasons for the refusal. The \*listee must do so within 5 \*business days of the date on which the transfer was lodged with it.

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#### RESERVATION OF SECURITIES.

**7.4.1.** A \*listee must refuse to register a transfer if some or all of the \*securities involved are reserved for an offeror because the offeree has accepted a \*takeover. However, the \*listee must register the transfer if the \*takeover is not, or is no longer, subject to a defeating condition; and the transfer is to, or at the direction of the offeror.

Cross reference: **Rules 7.2.1 to 7.2.3.**

**7.4.2.** If an offer has been accepted, the \*listee must reserve the \*securities for the benefit of the offeror if either of the following applies:

- (a) the accepting offeror asks the \*listee to do so; or
- (b) the offeror asks the \*listee to do so, and undertakes to inform the listee if the \*takeover has lapsed because of a defeating condition, or if an acceptance is lawfully withdrawn, as soon as practicable after that occurs.

**7.4.3.** While the reservation remains in place, the \*listee must treat the holding balance of the security holder that is available for transfer as reduced by the number of \*securities that are reserved. The reservation remains in place until one of the following occurs:

- (a) the \*takeover lapses because of a defeating condition;
- (b) the acceptance is lawfully withdrawn;
- (c) a transfer is registered in favour of the offeror; or
- (d) a transfer is registered at the offeror's direction.

Example: Z bids for all the \*securities in a \*listee. Y accepts for her securities. Z can, on giving the undertaking in the **Rule** to the \*listee, reserve Y's \*securities so Y can't sell them to a third person.

#### CERTIFICATES

##### CERTIFICATES FOLLOWING A REORGANISATION.

**7.5.1.** After a reorganisation of capital (in the case of a managed investment scheme interests), a \*listee must issue new certificates to holders of \*securities on its register. The certificates must be a different colour from any earlier certificates, show the date on which the reorganisation became effective and prominently display the following statement.

*Issued after a reorganisation of capital (interests). This certificate replaces all previously issued certificates.*

**7.5.2.** The certificate must be sent no earlier than 5, and no more than 9, \*business days after the date on which \*APX recognised the reorganisation. After the start of that period, the \*listee must reject a transfer accompanied by a certificate issued before \*APX recognised the reorganisation as not being in registrable form.

Cross reference: **Rules 7.2.1 to 7.2.3, 14.4.1**

**7.5.3.** When the certificate is sent, the \*listee must tell the \*security holder in writing each of the following:

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- (a) the date the reorganisation took effect;
- (b) the number of \*securities held by the holder before and after the reorganisation; and
- (c) that previously issued certificates are no longer valid, and the holder should either return them to the \*listee or destroy them.

#### REPLACEMENT CERTIFICATES.

**7.6.1.** A \*listee may only issue a replacement certificate if it has either received the certificate to be replaced and cancelled it; or received satisfactory evidence that the original certificate has been lost or destroyed and not \*disposed of. It must issue the replacement certificate within 3 \*business days after it receives the original certificate or evidence.

Note: The definition of \*disposal includes using an asset as collateral. See **Chapter 1**.

**7.6.2.** A certificate replacing one which has been lost or destroyed must prominently display the following statement.

*Issued in replacement of certificate numbered: (number).*

**7.6.3.** Nothing in **Rules 7.6.1** to **7.6.2** affects the operation of **Rules 7.5.1** to **7.5.3**.

Cross reference: **Rules 7.5.1** to **7.5.3**

#### INFORMATION TO BE GIVEN TO OPTION HOLDERS.

**7.7.** A \*listee must tell a new option holder in writing of the exercise price and expiry date of the option. If the information is not on the certificate, the \*listee must give that information within 5 \*business days after the certificate is sent.

#### FEES FOR REGISTERING TRANSFERS ETC.

**7.8.1.** A \*listee must not charge a fee for any of the following:

- (a) Registering transfers in registrable form;
- (b) Splitting certificates or renunciation and transfer forms;
- (c) Issuing certificates and transmission receipts;
- (d) Noting transfer forms; and
- (e) Sending a \*security holder details of a change to the holding which arises from an issue of \*securities or an acquisition of rights.

**7.8.2.** However, a \*listee may charge a reasonable fee for any of the following:

- (a) Issuing a certificate to replace one that is lost or destroyed; or
- (b) Marking a transfer form, or marking a renunciation and transfer form, within 2 \*business days after the form is lodged.

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### REGISTERS.

#### 7.9. Deleted

### AUDITING OF THE REGISTER.

**7.10.1.** A \*listee must have its \*securities register(s) audited at least once every 12 months by an \*auditor. It must also do so whenever \*APX asks. The audit is to determine from information available to the \*listee whether each of the following is in accordance with the \*Listees' Listing Standards and whether the number of issued \*securities in each \*class is the same number stated in the \*listee's records:

- (a) the processing of transfers; and
- (b) the issue of certificates.

**7.10.2.** A \*listee must rectify any matter in the audit report that requires rectification. If a report is qualified, or identified as a matter to be rectified, the \*listee must give \*APX a copy.

### OFFICE HOURS AT PLACES WHERE TRANSFERS ARE LODGED.

**7.11.** A \*listee must ensure that every office at which transfers of its \*securities may be lodged for registration is open every \*business day. However, the office may be closed on a day that is a gazetted bank or public holiday in the State or Territory in which the office is located.

### TRANSFER MARKINGS.

**7.12.** A \*listee must accept transfer markings carried out by anyone that \*APX approves for this purpose.

### COMPLIANCE WITH APPENDIX 7-1.

**7.13.** A \*listee must comply with **Appendix 7-1**.

### REGISTRY.

**7.14.** If a \*listee appoints a registry to maintain its \*securities register, the \*listee is responsible for ensuring the registry carries out the obligations of the \*listee under this **Chapter** and the \*listee remains liable for the acts or omissions of the registry.