
18. DIRECTORS

Chapter 18 sets out the obligations of a listee with respect to directors, including the disclosures a listee must make regarding its directors and the dealing in securities by a director or related party.

Lodgement of Directors' statements

- 18.1 A **listee** must submit to **APX** an accurate and truthful **director's statement** within 5 **business days** of the appointment becoming effective.
- 18.2 A **listee** must take reasonable steps to ensure that directors are made aware of their responsibility to inform the **listee** of any change to:
- (a) any of the details set out in this **Chapter 18** including the **director's statement**; and
 - (b) any of the information published by the **listee** in respect of the directors in the **listing particulars**.
- 18.3 A **listee** must also take reasonable steps to ensure that a new **director's statement** is submitted to **APX** for any director in respect of whom the **listee** is informed of a change under **Rule 18.2** within 5 **business days** of the **listee** becoming **aware** of the change.
- 18.4 **APX** may at any time require a **listee** to submit a **director's statement** in respect of any director.

Board changes – notification requirements

- 18.5 A **listee** must notify **APX Announcements Office** of any change to the **board**, including:
- (a) the appointment of a new director;
 - (b) the resignation, removal or retirement of a director; and
 - (c) changes to any important functions or executive responsibilities of a director,
- without delay and no later than the end of the **business day** following the decision or receipt of notice about the change by the **listee**. No such notification is required where a director retires and is re-appointed at a **security holders'** general meeting.
- 18.6 The notification required by **Rule 18.5** must, unless the change is immediate, state the effective date of the change. If the effective date is not yet known or has not yet been determined:
- (a) the notification must state that the effective date is not yet known or has not yet been determined; and
 - (b) the **listee** must notify **APX Announcements Office** when the effective date has been decided.
- 18.7 In the case of an appointment of a new director, the **listee's** notification must:
- (a) state whether the new director is executive or non-executive; and
 - (b) state the nature of any specific function or responsibility of the new director.

Nominations for election of directors

- 18.8 A **listee** must accept nominations for the election of directors up to 35 **business days** (in the case of a meeting that members have requested directors to call, 30 **business days**) before the date of a general meeting at which directors may be elected, unless the **constitution** of the **listee** provides otherwise.

Cross-reference: **Rule 12.17**.

Change of directors of listees that are companies

- 18.9 A **listee** which is a body corporate must hold an election of directors each year.

- 18.10 A director of a **listee** must not hold office (without re-election):

- (a) subject to **Rule 18.10(b)**:
- (i) past the third annual general meeting following the director's appointment;
or
 - (ii) for more than 3 years,
- which ever is longer;
- (b) if the director was appointed by the board to fill a casual vacancy or as an addition to the **board**, the director must not hold office (without re-election) past the next annual general meeting of the **listee**.

This **Rule 18.10** does not apply to the managing director, unless there are multiple managing directors in which case only one managing director has the benefit of this **Rule 18.10**.

Termination benefits – listee obligations

- 18.11 A **listee** must ensure that no officer of the **listee** or any of its **controlled entities** will be entitled to benefits if a change occurs in the shareholding or control of the **listee** or **controlled entity**.
- 18.12 A **listee** must obtain the approval of members if an officer of the **listee** or any of its **controlled entities** may be entitled to benefits if the aggregate value of those benefits of all officers together exceeds 5% of the **equity interests** of the **listee**.
- 18.13 The notice of the meeting for an approval under **Rule 18.12** must include a **voting restriction statement**.

Payments – listee obligations

- 18.14 A **listee** that is a body corporate must not increase the total amount of directors' fees payable by the **listee** or any of its **controlled entities** without the approval of the holders of its **ordinary securities**. This **Rule 18.14** does not apply to the salary of an executive director. However, an executive director's salary or director's fees must not include a commission on, or a percentage of, operating revenue.
- 18.15 The notice of the meeting for an approval of an increase in the total amount of directors' fees under **Rule 18.14** must include the amount of the increase, the maximum amount that may be paid to the directors as a whole, and a **voting restriction statement**.

18.16 If a non-executive director is paid, he or she must be paid a fixed sum.

Example: The amount must not be calculated as commission on, or percentage of, profits or operating revenue.

Disclosure of directors' interests – listee obligations

18.17 Each **listee** must ensure that each director of the **listee** that is a body corporate:

- (a) notifies the **listee** of the following interests:
 - (i) relevant interests in **securities** of the **listee**; and
 - (ii) contracts to which the director is a party or under which the director is entitled to a benefit and which confer a right to call for or deliver, made available by the **listee**.
- (b) notifies the **listee** of the director's full name, place and date of birth and residential address (or an alternative address permitted under section 205D(2) of the **Act**) within 3 **business days** after each of the following occasions:
 - (i) appointment as a director of the **listee** (other than in circumstances where a director retires and is reappointed in the same meeting); and
 - (ii) the admission of the **listee** to the **official list**.

18.18 On receipt of each notice from a director under **Rule 18.17**, the **listee** must provide a copy of the notice to the **APX Announcements Office** no later than 2 business days after receiving the notice.

Fees to the responsible entity

18.19 A **listee** that is a **managed investment scheme** must not increase the total amount of fees payable by it or any of its **controlled entities** to the **responsible entity** or **management company** without the approval of the holders of the **listee's ordinary securities**.

18.20 The notice of the meeting for an approval of an increase in the total amount of fees under **Rule 18.19** must include the amount of the increase, the maximum amount that may be paid to the **responsible entity**, and a **voting restriction statement**.