

Chapter 6: Transfers and Registration

OVERVIEW

This chapter sets out the requirements an entity must comply with in relation to transfers and the registration of the Exchange transactions.

Securities Register

- 6.1 An entity must maintain a securities register in accordance with the provisions of the Corporations Act.
- 6.2 An entity must make arrangements acceptable to the Exchange to facilitate the efficient registration of transfers in relation to the Exchange transactions in the entity's securities. In respect of CHESS approved securities these arrangements include the arrangements with the CS Facility (as that term is defined in the Corporations Act).

Registration of Transfers

- 6.3 Subject to rule 6.4, an entity must not take any action that would prevent, delay or interfere with the registration of a transfer of securities in the entity that is in registrable form.
- 6.4 An entity may refuse to register a transfer where:
 - (a) the entity has a lien on the securities under rule 4.7;
 - (b) the entity has been served with a court order that restricts the ability of the security holder to transfer the securities;
 - (c) it may breach an Australian law to register the transfer (and the Exchange has given written permission to the entity allowing it to refuse to register the transfer);
 - (d) if the securities are restricted securities, it is during the escrow period for the securities;
 - (e) a law related to stamp duty prohibits the entity from registering it; or
 - (f) the transfer is not in accordance with the terms of a relevant employee incentive scheme.
- 6.5 An entity that refuses to register a transfer under rule 6.4 must provide written notice of the refusal to the lodging party together with the reasons for the refusal. The entity must do so within five business days of the date on which the transfer was lodged with it.

Fees

- 6.6 An entity must not charge a fee for:
 - (a) registering transfers in registrable form;
 - (b) splitting certificates, renunciations and transfer forms;
 - (c) issuing certificates and transmission receipts; or
 - (d) noting transfer forms.
- 6.7 An entity may charge a reasonable fee for:
 - (a) issuing a replacement certificate for one that has been lost or destroyed;

- (b) marking a transfer form; or
- (c) marking a renunciation and transfer form.

Replacement Certificates

- 6.8 An entity must not issue a replacement certificate unless it has:
- (a) received the certificate to be replaced and cancelled it; or
 - (b) received satisfactory evidence that the original certificate has been lost or destroyed.
- 6.9 An entity must issue the replacement certificate within three business days after it receives the original certificate or evidence under rule 6.8.
- 6.10 Where a new certificate is issued to replace one that has been lost or destroyed it must prominently display the following:

Issued in replacement of certificate numbered: (number)

Office Hours

- 6.11 An entity must ensure that each office at which transfers of its securities can be lodged for registration is open every business day, except a gazetted bank or public holiday in the State or Territory in which the office is located.

Transfer Markings

- 6.12 An entity must accept transfer markings made by anyone approved by the Exchange for that purpose.

Audit

- 6.13 An entity's securities register must be audited at least once every twelve months by a registered company auditor, or more frequently if required by the Exchange.
- 6.14 If an audit report under rule 6.13 requires any matter to be rectified the entity must rectify it as soon as reasonably practicable.
- 6.15 If an audit report under rule 6.13 is qualified, or identifies a matter to be rectified, the entity must give the Exchange a copy of the report within three business days of receiving it.

Registrar

- 6.16 If an entity appoints a registry to maintain its securities register, the entity is responsible for ensuring the registry carries out the obligations of the entity under this chapter 6.