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# NSX Limited

# Procedures for the maintenance of the conflicts of interest register

Revised: March 2013

Revised: June 2008

Revised: October 2003

File Reference:

I:\Operations\Operations Procedures\Directors and Officers\Conflicts of Interest\Procedures for maintenance of the conflicts of interest register.docx



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# 1 INTRODUCTION

## 1.1. What is the purpose of these procedures?

The purpose of these procedures is to ensure that NSX and its employees conduct its business in relation to maintenance of the conflicts of interest register and procedures in accordance with:

- The Corporations Act 2001 (the Act);
- Conditions of the Australian Markets Licences held by National Stock Exchange of Australian and SIM Venture Securities Exchange.

## 1.2. What are your responsibilities?

These procedures are intended for all employees of NSX and are relevant to both permanent and temporary members of staff including consultant's advisers and contractors.

Nothing in these procedures permits you to do anything or omit to do anything that is not in accordance with Australian law, regulation or policy.

# 2 BACKGROUND

The key components to the procedures are:

- Declaration by new directors of their personal interests
- Declaration by existing directors of changes to their personal interests
- Changes to the register

# 3 Declaration by new directors of their personal interests

New directors must declare their interest in

- Shares and positions held in NSX Listed Entities
- Shares and positions held in NSX Participating Organisations
- Shares and positions held with NSX Nominated Advisers
- Shares and positions held with suppliers of services to NSX. For example, legal and accounting firms.

Each new director signs the declaration "Declaration of Personal Interests".



If the declaration is not signed NSX staff are to take action to provide a copy to the relevant director of the declaration. If the declaration has not been signed or received by the next board meeting the NSX Board are to be informed.

## 4 Declaration of Changes to the Personal Interests Register

- At each Board meeting, the NSX General Manager circulates the current register of interests.
- Each Director is then ask for changes to the declaration and to declare changes to the board at that meeting.
- The General Manager records the declarations and passes them to NSX staff to update the register after the board meeting.

## 5 Voting and Discussion at Board Meetings

- The relevant director is required to abstain from voting on matters concerning the topic of conflict once a conflict of interest has been identified.
- The relevant director is to abstain from entering into or influencing the discussion on matters pertaining to the topic in conflict.
- If appropriate, the board may ask the relevant Director to leave the room while discussion or voting takes place.

Each director, on appointment, as part of their declaration has also declared that:

- I agree to comply with the provisions of section 195 of the Act, which restricts me as a director of a public company being present at meetings and considering and voting on resolutions on matters in which I have a material personal interest unless the directors who do not have a material personal interest approve in the circumstances set out in subsection 195(2) of the Act or ASIC gives its approval for me to be present and vote under a declaration or order.



## 6 Maintenance of the Conflicts of Interest Register

- The conflicts of interest register is incorporated into the minutes of each Board meeting.
- NSX Staff updates the register as new declarations are made.

The register contains the following information:

- The interests that a director or the Chief executive Officer has in contracts or proposal with the NSX;
- Notice that the Director of Chief Executive is an officer or member of the following corporations and firms that they have declared and must be regarded as interested in any contract with these corporations or firms. The director or Chief executive has also set out the nature and extent of the interests held;
- The offices & property that I hold where duties or interests might be created in conflict with my duties or interests as a Director of the NSX, and the nature, character and extent of the conflict are;
- For the purposes of section 191 of the ACT, I have the following material personal interest in a matter relating to the affairs of NSX as at the date of this disclosure;
- The Corporations or parties so named or declared will be referred to as “Review Parties” for the purposes of section 798DA of the Corporations Act.

## 7 FURTHER INFORMATION

Readers should also refer to the document “*NSX Managing conflicts of Interest Procedures*” for further information on procedures and identification of conflicts of interest.