



**NATIONAL STOCK
EXCHANGE OF AUSTRALIA
LIMITED**

Newcastle
Level 2, 117 Scott Street,
Newcastle NSW, 2300

Melbourne
Level 3, 45 Exhibition Street
Melbourne, VIC, 3000

www.nsx.com.au

ABN: 11 000 902 063

Application for Recognition as a Participant of the NSX

(if already a Participant of the ASX)

File Reference:

I:\Operations\Projects\NETS Project\NSX install package USB key\Broker Documents\NSX Application if already PO
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Introduction

ABOUT THIS FORM

This form is for use by an entity seeking recognition by the National Stock Exchange of Australia Limited ABN 11 000 902 063 ('NSX') as a Participant who is already a Participant of the Australian Stock Exchange ("ASX").

The form is in five parts:

- Part 1** Level of participation in NSX's markets;
- Part 2** Information to be completed;
- Part 3** Statement of financial position;
- Part 4** Designated Trading Representatives;
- Part 5** Applicant's Agreement.

To ensure the efficient processing of this form by NSX, please:

- 1 Adhere to the suggested number of the annexures required by this form.
- 2 Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).
- 3 Ensure the entity complies with NSX's minimum issued capital and liquidity requirements (Business Rules Part E, Rule 1) within 48 hours of admissions.
- 4 Ensure that the entity has a AFS licence under the Corporations Act

MORE INFORMATION AND SUBMISSION OF APPLICATION

Further information can be obtained from and all applications should be sent to:

General Manager
National Stock Exchange of Australia Limited
PO BOX 283
Newcastle NSW 2300

Phone: +61 2 4929 6377

Fax: + 61 2 4929 1556

<http://www.nsga.com.au>



Part 1 - Level of Participation in NSX's markets

Name of organisation applying

ABN, ARBN or ARSN

We (the applicant) apply to: *(tick as appropriate)*

- NSX (ABN 11 000 902 063) for recognition as a Participant of the NSX;





Part 2 - Information to be completed

1. APPLICANT DETAILS

- (a) Applicant's name (including ABN).

Name:

ABN:

- (b) Place and date of incorporation/ registration.

Place of incorporation/registration:

Date of incorporation/registration:

- (c) Does the applicant intend using a business name? If so, please state whether or not the business name is registered in all States and territories.

Yes/No

Business name (if applicable):

States in which it is registered:

- (d) Registered office address.

- (f) Full address of the principal place at which the business of the applicant is to be/is carried on and the name of Authorised Representative who is/will supervise these premises.

Principal business address:

Name of supervising Authorised Representative:

- (g) Full address of all other places at which the business of the applicant is to be/is carried on and the name of the Authorised Representative who is/will supervise these premises.

Other business address # 1:

Name of supervising Authorised Representative at address # 1:

(please attach in **Annexure A** if necessary).

- (h) Please complete details of each director and secretary of the applicant in **Annexure B**.



2. ASX PARTICIPANT

- | | |
|---|--------|
| (a) Is the applicant a Participant of the ASX?
Please attach evidence of this in Annexure C . | Yes/No |
| (b) Is the applicant admitted as an Equities Trading Participant of the ASX?
Please attach evidence of this in Annexure D | Yes/No |
| (c) Is the applicant admitted as an Equities Clearing Participant of the ASX?
Please attach evidence of this in Annexure D | Yes/No |
| (d) Is the applicant admitted as a Non Settlement Sponsorship Participant (NSSP) of the ASX?
Please attach evidence of this in Annexure D | Yes/No |

3. SECURITIES LICENSING PROVISIONS

- | | |
|---|--------|
| (a) Does the applicant hold an AFS licence issued under the Corporations Act? If yes please attach a copy of the licence in Annexure E . | Yes/No |
|---|--------|





- (k) had judgement, including any findings in relation to fraud, misrepresentation or dishonesty given against them in any civil proceedings?
- (l) been an insolvent under administration within the meaning of the Corporations Act?
- (m) been externally administered or a director of or held an interest in, an entity which has been externally administered?
- (n) been refused a fidelity or surety bond?
- (o) been refused professional indemnity insurance or other similar insurance?
- (p) engaged in an act or omission which constitutes a contravention of, or a failure to comply with, any licence held under the Corporation Law or equivalent law or which constitutes a breach of a condition or restriction applicable in respect of such a licence?
- (q) been under investigation, involved in litigation or charged with an offence not previously disclosed in this application or is the applicant or any person for whom a reference is required under 2 above, currently under investigation, involved in any such litigation or charged with any such offence?
- (r) been prohibited under the Corporations Act from being a director or promoter of, or being in any way concerned in or taking part in the management of a corporation or is any person for whom a reference is required under 2 above currently prohibited from so acting?





6. APPLICANT’S CONSTITUTION

(a) Please detail the voting rights attached to each class of security or otherwise exercisable by members of the applicant.

(Please attach in **Annexure G** if necessary)

Class:
Issued number:
Voting rights:

Class:
Issued number:
Voting rights:

Class:
Issued number:
Voting rights:

(b) Please attach a copy of the constitution of the applicant in **Annexure G**. If the applicant does not have a constitution, please explain.

Yes/No

7. SHAREHOLDERS

(a) Please list (or attach a statement of) the names of the shareholders of the applicant and details of the voting securities held by them (distinguish those held beneficially and non-beneficially). Please attach in **Annexure H** if necessary.

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(b) Please list the names of

- (i) each person who is or would be a substantial shareholder within the meaning of S671B of the Corporations Act of the applicant or its holding entity (if that part applied to the applicant or its holding entity) and
- (ii) each person who is entitled to not less than 10 % of the non-voting shares of the applicant or its holding entity. Please attach in **Annexure I** if necessary.

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8. MEMBERSHIP(OR EQUIVALENT) OF OTHER STOCK EXCHANGES

(a) Is the applicant or an associate of the applicant a Member (or equivalent) of any other stock exchange(s) other than the ASX. If yes, please attach full details in **Annexure J** Yes/No

9. UNDERTAKINGS FROM NON-AFFILIATE DIRECTORS, SUBSTANTIAL SHAREHOLDERS OR PERSONS WITH AT LEAST 10% OF THE NON-VOTING SHARES.

(a) Please execute and provide an undertaking from
(i) each director of the applicant who is not a Responsible Officer of the NSX,
(ii) each person who is or would be a substantial shareholder within the meaning of S671B of the Corporations Act of the applicant or its holding entity (if that part applied to the applicant or its holding entity) and
(iii) each person who is entitled to not less than 10 % of the non-voting shares of the applicant or its holding entity, to comply with and be bound by the NSX Business Rules to the extent necessary in connection with the stockbroking business to be conducted by the applicant.

Please execute and attach the undertakings in **Annexure K**. Each undertaking must be in the form of **Annexure K-1, K-2 or K-3 (whichever is applicable)**, or as NSX requires in a particular case.

10. RELATED PARTICIPANTS

If the answers to any of the questions below are yes, please attach relevant particulars.

(a) Please state whether any of the following apply:

(i) is any officer, employee or consultant of the applicant also a director, employee, officer or consultant of another Participant? Yes/No

(ii) is the immediate holding entity of the applicant also a holding entity of another Participant in circumstances where the immediate holding entity of the applicant holds an AFS licence under the Corporations Act which entitles the holding entity to engage in the business of stockbroking? Yes/No.

(iii) is the applicant related to another Participant, **or** is a person who is entitled to securities¹ in another Participant also entitled to securities in the applicant? If yes, the applicant must attach:
(i) an undertaking stating that the applicant carries on business in different premises to the other Participant; and
(ii) an application to NSX for approval of the name under which the applicant intends to carry on business. Yes/No

Please attach the undertaking and application in **Annexure L**.

¹ Excluding where the other Participant is a listed entity and the shares to which the person is entitled constitute less than 10% of the shares of that listed Participant.



- (iv) will the applicant share computer facilities with, or link its computer facilities to, another Participant? If yes, the applicant must attach an application for NSX approval of the proposed sharing or linkage.

Yes/No

Please attach the application in **Annexure M**.

- (b) Is a director of the applicant also a director of any other Participants? If yes, the applicant must provide a signed statement from each such director:
- (i) nominating one Participant as the primary Participant; and
 - (ii) undertaking not to request access to the order records of Participant other than the primary Participant, without prior NSX approval.
- Please attach the signed statement(s) in **Annexure N**.

Yes/No





Part 3 - Statement of Financial Position

11. STATEMENT OF FINANCIAL POSITION

(a) Please provide a copy in **Annexure O** of either:

(i) the last audited profit and loss account and balance sheet of the applicant including every attachment required by law; **or**

Yes/No

(ii) in the case of an applicant unable to comply with sub-paragraph (i), a profit and loss account and balance sheet drawn up in accordance with the provisions of the Corporations Act in so far as is applicable, and signed by not less than 2 directors of the applicant.

Yes/No

(b) Does the applicant comply with the capital adequacy and liquidity requirements of the ASX?

Yes/No





Part 4 – Designated Trading Representative

12. DTR NOMINATIONS

A Participant must have a Designated Trading Representative ("DTR") in order to submit Trading Messages into NETS (unless the trading is conducted in accordance with the Automated Order Processing Requirements).

We nominate the following persons to be our DTRs:

(a)
(*print name*)

(b)
(*print name*)

(c)
(*print name*)

If more than three DTRs are nominated, please attach as an Annexure.

We attach copies of the Application for Registration as a DTR for each of the above nominated persons.

*Please ensure that **Annexure P** (Application for registration as a DTR) is completed for each nominated person.*





Part 5 – Applicant’s Agreement

13. APPLICANT’S ACKNOWLEDGMENT

The applicant:

- (a) acknowledges that this application is upon the terms of, and subject to the NSX Business Rules and ASTC Business Rules as varied from time to time;
- (b) warrants to NSX that the information the applicant has provided or will provide to NSX in connection with this application is true and correct;
- (c) acknowledges that NSX, is relying on the information provided in considering this application and acknowledges that any wilful omission or misstatement on a material point in or in connection with this application may lead to rejection of the application or, if the application is approved, subsequent cessation of Participant status,
- (d) indemnifies NSX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement;
- (e) agrees to NSX obtaining any additional information it considers relevant to this application (including personal, credit or other information) from an investigative agency, a credit agency, or any other source as permitted by law in Australia or elsewhere and acknowledges that this application authorises such a source to release information to NSX,
- (f) undertakes to NSX, to comply with the NSX Business Rules and ASTC Business Rules procedures, practices, directions, decisions and requirements of the Exchange that are in force from time to time, even if our recognition as a Participant is suspended;
- (g) undertakes to provide NSX with full details of any change to our voting structure immediately, together with copies of any applications to relevant Government authorities seeking approval to such change (where applicable);
- (h) acknowledges that where the applicant is associated with another Participant for the purposes of the Corporations Act but not necessarily associated or connected with the other Participant under the Business Rules no director, officer, employee or consultant of the applicant or of the other Participant will hold the position of director, officer, employee, consultant or any other position in the associated Participant until the expiry of twenty business days (or such lesser number of days as approved by NSX) from the date that such director, officer, employee or consultant held any such positions in the first mentioned corporation;
- (i) warrants that its directors/executives have a working knowledge of the NSX Business Rules as at the date of this application and a working knowledge of the provisions of the Corporations Act as they relate to the securities industry;
- (j) undertakes to comply with the capital adequacy and liquidity requirements of the ASX (Business Rules Part E Rules 1.1 or 1A) of (whichever is applicable) within 48 hours of being recognised as a



Participant by NSX but prior to commencement of trading or clearing activities;

- (k) agrees that NSX may make available to the NSX Appeal Tribunal the reasons for its decision in the event that NSX rejects this application, or approves this application and subsequently action is taken against the applicant in respect of which there is a right of appeal to the NSX Appeal Tribunal and it authorises the NSX Appeal Tribunal to make available to the NSX Board and to the Australian Securities and Investments Commission the reasons for its decision if it rejects such an appeal;
- (l) agrees to obtain any necessary AFS licence(s) from the Australian Securities Investment Commission and to provide a copy to the Exchange prior to the commencement of trading or clearing activities and no later than 3 months after NSX accepts this application, if a copy is not attached to this application;
- (m) warrants to NSX that all information supplied in support of this application including all of the annexures (if applicable) is true and correct;
- (n) agrees and authorises ASX to copy to the NSX any information that the applicant has or will disclose to the ASX for any reason whatsoever;
- (o) agrees and authorises NSX to copy to the ASX any information that the applicant has or will disclose to the NSX for any reason whatsoever.
- (p) agrees to appoint NSX as its Settlement Agent and to maintain a Clearing Agreement with the NSX.





14. SIGNATURES.

A cheque for \$ _____ in payment of the fee (made payable to NSX) is enclosed.

Signed* for and on behalf of the applicant by two directors duly authorised to sign **pursuant to a resolution passed at a meeting of directors.**

Signature:	_____
Name:	_____
Date:	___/___/___

Signature:	_____
Name:	_____
Date:	___/___/___

Date of meeting of directors which authorised above directors to sign this application.

Date:	___/___/___
-------	-------------

* no signatory may use a Power of Attorney





ANNEXURE B - DETAILS OF EACH DIRECTOR AND COMPANY SECRETARY

Please insert the information requested below for each director and company secretary including Affiliation with stock exchanges where applicable.

Full name (include former name(s) if any)	Date of birth	Residential address	Office held and date of appointment	Resident of Australia (Yes/No)	Affiliation details (eg. name of exchange and admission date)





ANNEXURE K-1 UNDERTAKING FROM NON-AFFILIATE DIRECTORS.

Undertaking given by non-affiliate director

To: National Stock Exchange of Australia Limited (ABN 11 000 902 063) ("NSX")

And to: _____
insert name,
address and _____ ("Participant")
ABN of Applicant / Participant

I, _____
(Insert full name of natural person)

(Insert position with Applicant/PO)

of _____,
(Insert executive's address)

being a non-Responsible Officer director of the Participant undertake to NSX and the Participant that while I continue to be a non-affiliate director of the Participant I will, to the extent necessary in connection with the stockbroking business conducted by the Participant,

- comply with and be bound by the NSX Business Rules as amended from time to time; and
- comply with and be bound by the ASTC Business Rules as amended from time to time.

Signature of non-Responsible Officer director

Signature: _____
Date: ____/____/____

Signature of witness

Name: _____
Address: _____
Signature: _____





ANNEXURE K-2 - UNDERTAKING FROM SUBSTANTIAL SHAREHOLDERS.

Undertaking given by substantial shareholder

To: National Stock Exchange of Australia Limited (ABN 11 000 902 063) ("NSX")

And to: _____ ("Participant")
insert name, address and ACN of Applicant / Participant

I/we, _____
insert full name (and ABN)
of substantial shareholder)

of _____
(Insert address),

being a substantial shareholder of the Participant or its holding entity within the meaning of S671B of the Corporations Act (if that Part applied to the Participant or its holding entity) undertake to NSX and the Participant that while I/we continue to be a substantial shareholder of the Participant I/we will, to the extent necessary in connection with the stockbroking business conducted by the Participant,

- comply with and be bound by the NSX Business Rules as amended from time to time; and
- comply with and be bound by the ASTC Business Rules as amended from time to time.

Signature of substantial shareholder or its duly authorised representative. Execution must be under seal if the substantial shareholder is an entity and it has a seal.

Signature: _____
Date: ____/____/____

Signature of witness

Name: _____
Address: _____
Signature: _____





ANNEXURE K-3 - UNDERTAKING FROM PERSONS ENTITLED TO AT LEAST 10% OF THE NON_VOTING SHARES

Undertaking given by persons entitled to at least 10% of the non-voting shares under NSX Business Rule 5A.2.1(2)(a)

To: National Stock Exchange of Australia Limited (ABN 11 000 902 063) ("NSX")

And to: _____ ("Participant")
insert name, address and ABN of Applicant / Participant

I/we, _____
insert full name
(and ABN) of
person entitled) _____

of _____
(Insert address),

being a **person or entity entitled to at least 10% of the non-voting shares** of the Participant or its holding entity undertake to NSX and the Participant that while I/we continue to be a **person or entity entitled to at least 10% of the non-voting shares** of the Participant I/we will, to the extent necessary in connection with the stockbroking business conducted by the Participant,

- comply with and be bound by the NSX Business Rules as amended from time to time; and
- comply with and be bound by the ASTC Business Rules as amended from time to time.

Signature of person entitled or its duly authorised representative. Execution must be under seal if the entity has a seal.

Signature: _____
Date: ____/____/____

Signature of witness

Name: _____
Address: _____
Signature: _____





ANNEXURE O - STATEMENT CONCERNING AGED FINANCIAL STATEMENTS (IF APPLICABLE)

The signed report must state whether, in the opinion of the directors, after due enquiry in relation to the interval between the date to which the financial statements have been prepared and a date not earlier than 30 days before the date of this application:

- (a) any circumstances have arisen in relation to the business adversely affecting trading or the value of the assets or the ability to meet liabilities as they fall due;
- (b) the current assets appear in the balance sheet of the business at valuations which are believed to be realisable in the ordinary course of business; and
- (c) any liabilities of a contingent nature have arisen, including those arising by reason of any guarantee given by the applicant.





ANNEXURE P - DESIGNATED TRADING REPRESENTATIVE REGISTRATION FORM

To: **National Stock Exchange of Australia Limited (ABN 11 000 902 063)**
("the Exchange")

We,.....
(insert name of Participant),

apply to the Exchange for.....
(insert name of proposed Designated Trading Representative),

of.....
(insert address),

("the nominated person") to be registered as a Designated Trading Representative ("DTR") to deal in Securities for our organisation on NETS.

Are you a Designated Trading Representative recognised by the Australian Stock Exchange? Yes

No

Section 1 Statement by Nominated Person

To be completed by the Nominated Person.

I,, state that:

1. to the best of my knowledge and belief, the information contained in this application form is true and correct; and
2. if registered as a Designated Trading Representative, I will properly perform the responsibilities of a Designated Trading Representative and, in respect of dealings in Securities for my Participant, will comply with the Rules, procedures and practices of, and conditions imposed by, the Exchange.

Signed by the Nominated Person:

Signature

.....

Print Name

.....

Date

.....





Section 2 Statement by Participant

To be completed by a Director on behalf of the Participant .

1. The Participant considers that the Nominated Person is qualified and capable of effectively discharging the functions of a Designated Trading Representative.
2. The Nominated Person is entitled to deal in Securities under:
 - as an authorised representative under our AFS Licence
No:.....;
3. The Nominated Person has demonstrated knowledge of the Dealing Rules and relevant procedures and practices of the Exchange by having passed the examinations set for that purpose by the Exchange.
4. To the best of our knowledge and belief, the information contained in this application form in relation to the Nominated Person is true and correct.
5. We have no reason to believe that the Nominated Person will not properly fulfil the duties and responsibilities of a Designated Trading Representative and comply with the Business Rules, procedures and practices of, and any conditions imposed by, the Exchange.

Section 3 Annexure

The following Annexure is attached to this application:

Annexure A Copy of AFS Licence.

Signed by a Director for and on behalf of
[*name of the Participant*]:

Signature *

.....

Print Name

.....

Date

.....

* Please note that the Director signing on behalf of the Participant must not be the Nominated Person.

