

Newsletter Heading

Listed Entities Update 28 September 2011 Update no 07/11

Related links**[Companies Homepage](#)**[ASX website](#)
(PDF 258KB)[Listing Rule 3.13.3](#)
(PDF 127KB)[Listing Rule 3.1](#)
(PDF 127KB)[Listing Rule 4.5](#)
(PDF 107KB)[Listing Rule 4.7](#)
(PDF 107KB)[Listing Rule 17.5](#)
(PDF 94KB)[Corporate Information STP](#)[Unsubscribe](#)**Important Information for Listed Entities****1. Australian Council of Human Rights Agencies (ACHRA) Guidance on Diversity**

In July 2010 the ASX Corporate Governance Council (CGC) adopted diversity-related amendments to its Corporate Governance Principles and Recommendations. The amendments apply on and from a listed entity's first financial year commencing on or after 1 January 2011. Hence, listed entities with a financial year commencing 1 January will be expected to report against the CGC's diversity recommendations on an "if not, why not" basis in their annual report for the year ended 31 December 2011. Listed entities with a financial year commencing 1 July will be expected to report against the diversity recommendations on an "if not, why not" basis in their annual report for the year ended 30 June 2012.

ASX has established a [diversity website](#) to assist listed entities to understand their reporting obligations and in finding resources to implement gender diversity measures if they choose to do so.

The Australian Council of Human Rights Agencies (comprising the Australian Human Rights Commission and each of the State-based human rights agencies) have expressed their support for the CGC's diversity measures and have jointly released guidance for listed entities to assist them to comply with anti-discrimination laws when implementing gender diversity measures. A copy of the guidance can be viewed on the [ASX website](#) (PDF 258KB).

ASX commends the Australian Council of Human Rights Agencies for its support of the CGC diversity measures and encourages listed entities to make use of the information and contacts in the attached release.

2. Proposed new Listing Rules - 'good fame and character' requirement for directors of new listed entities

ASX proposes to amend the Listing Rules with effect from 1 January 2012:

1. To add a new condition 17 to Listing Rule 1.1 to require an applicant for ASX listing to satisfy ASX that its directors or proposed directors at the date of listing are of good fame and character. (In the case of a trust, this requirement will apply in relation to directors and proposed directors of the responsible entity.)
2. To amend Appendix 1A (the ASX listing application and agreement) to add a specific requirement that all applicants provide to ASX

- o a police/CrimTrac national criminal history check (or its overseas equivalent) for each director or proposed director at the date of listing;
- o an ITSA Bankruptcy check (or its overseas equivalent) for each director or proposed director at the date of listing; and
- o a completed statutory declaration from each director or proposed director at the date of listing affirming, amongst other things, that they have not been the subject of relevant disciplinary or enforcement action by an exchange or securities market regulator.

3. To add a note to Listing Rule 1.1 stating that in considering whether the applicant's directors or proposed directors meet the 'good fame and character' requirement, ASX will primarily have regard to the documents mentioned in the preceding paragraph. However, ASX may also have regard to any other information it has about the directors or proposed directors and, in an appropriate case, may require an applicant for listing to provide additional information about its directors or proposed directors.

These requirements will apply in respect of applications for new listings that are lodged on or after 1 January 2012, which will need to be made on the new Appendix 1A (applications lodged prior to 1 January 2012 should be made on the current Appendix 1A and will not be subject to these requirements, even if they are not finally processed until after that date). They will also apply to listed entities that are required on or after 1 January 2012 to re-comply with Chapter 1 and Chapter 2 of the Listing Rules pursuant to Listing Rule 11.1.3.

ASX is in the process of reviewing and re-writing its Listing Rules Guidance Notes. Where practicable, drafts of the re-written Guidance Notes will be released for information in advance of their finalisation and effective dates. ASX anticipates that the first group of draft re-written Guidance Notes will be released in October 2011. These will include re-writes of Guidance Note 1 Applying for Admission and Quotation and Guidance Note 4 Foreign Entities, which among other things will reflect the new 'good fame and character' requirement.

The new Listing Rules will not impose any equivalent 'good fame and character' requirement in relation to directors appointed following admission. This is on the basis that those directors must submit to an election by security holders and the listed entity has an obligation, in that context, to put all material information about the director in its possession in the notice of meeting proposing his or her election. Security holders therefore get an opportunity to express their opinion on whether the director is of good fame and character and someone to whom they wish to entrust the management of the listed entity. ASX would also expect the board of a listed entity to be undertaking appropriate background checks on any person it proposes to appoint as a director in its own right or to put forward at a meeting of security holders for election as a director.

The new requirements reflect ASX's desire to maintain the reputation of the ASX market and also align with the 'good fame and character' requirement that applies to the directors of participants in ASX's licensed markets and clearing and settlement facilities. They also dovetail with the views expressed by ASIC in Consultation Paper 155 as to the sorts of information that companies which access capital markets through a prospectus should be disclosing about their directors.

A link to the proposed Listing Rule amendments and the draft Guidance Notes will be made available on the ASX website when they have been formally lodged with the ASIC.

It can take some time to obtain criminal history and bankruptcy checks and applicants for listing who anticipate lodging their applications on or after 1 January 2012 are encouraged to apply for them at the earliest opportunity so that this does not delay their listing.

3. New ASIC Market Integrity Rules: impact on opening hours of ASX market

On 31 October 2011 new ASIC Market Integrity Rules come into effect. These Market Integrity Rules do not impose any new obligations on listed entities. However, these Rules do provide a framework for the trading of ASX-listed securities on multiple trading venues. A new market operator, Chi-X, has announced its intention to commence trading in S&P/ASX 200 listed securities and some ETFs from 31 October 2011.

ASX is also proposing to offer trading of S&P/ASX 200 listed securities and some ETFs through a new orderbook, PureMatch, from 28 November 2011.

Both Chi-X and PureMatch will offer continuous trading from 10 am EST until 4:12 pm EST. They will not replicate the staggered auction opening of securities on ASX TradeMatch. This means that from 31 October 2011, continuous trading in some securities will commence a few minutes earlier, and will continue a few minutes later, than is currently the case.

ASX will continue to be the relevant listing market for all ASX listed entities and ASX Compliance will continue to undertake listing rule supervision and continuous disclosure monitoring for ASX listed entities.

4. Company Announcements Office (CAO) matters

4.1 Daylight Saving

Daylight saving commences in NSW, the ACT, Victoria, Tasmania, and South Australia at 2 am EST on Sunday 2 October 2011, and will end at 3.00 am on Sunday 1 April 2012. Daylight saving is not adopted in Queensland or WA.

Because WA will be 3 hours behind Sydney time during the period of daylight saving in the Eastern States (except Queensland), CAO will stay open until 8.30 pm Sydney time (5.30 pm WST), starting on Monday 3 October 2011.

CAO will revert to its usual 7.30 pm Sydney time closing time when daylight saving has ended. A Listed Entities Update reminding listed entities of the change will be released closer to that time.

4.2 Chairperson's addresses

Listed entities are required under [Listing Rule 3.13.3](#) (PDF 127KB) to give to CAO a copy of any prepared announcement to be made to a shareholders' meeting, including the chairperson's address. These documents must be given to CAO no later than the start of the meeting. (If information that is material in terms of [Listing Rule 3.1](#) (PDF 127KB) is to be disclosed at the meeting, it must be given to ASX immediately.)

Sometimes matters that might otherwise be the subject of an announcement of their own - for example, a proposal to issue securities, or to undertake a share buy-back - are announced for the first time in the chairperson's address. It would be helpful to CAO in processing the release of these announcements, and identifying those that contain such information, if the document lodged with CAO were to include a summary of any such matters at the beginning of the document.

4.3 Lodgement of next periodic reports

The deadline under [Listing Rule 4.5](#) (PDF 107KB) for the lodgement of statutory annual accounts for the year ended 30 June 2011 is Friday 30 September 2011. Under [Listing Rule 17.5](#) (PDF 74KB), any listed entity that has not lodged the required documents by the deadline will have its securities suspended from official quotation at the commencement of trading on Monday 3 October 2011. This is so notwithstanding that Monday 3 October 2011 is the Labour Day public holiday in NSW. Monday 3 October 2011 is a Trading Day (although not a Business Day), and CAO will be open.

Monday 31 October 2011 is the reporting deadline both for quarterly reports in respect of the September quarter, and annual reports under [Listing Rule 4.7](#) (PDF 107KB) in respect of the year ended 30 June 2011. The volume of announcements to be processed by CAO on that date is expected to be particularly large and listed entities are asked to bear this in mind in relation to the turn-around time for the release of announcements.

5. Improving the capture and delivery of listed entity information

Each year, companies and other listed entities announce some 6,000 corporate actions including dividend announcements, entitlement offers, capital returns and changes in corporate data such as board and senior management, contact details and share registry information.

ASX is proposing to improve the process for lodging and disseminating announcements relating to these corporate events.

Our aim is to provide a more streamlined procedure for lodging corporate event announcements as well as deliver a more efficient, timely and accurate

information service.

Our efforts will focus on developing a "straight through" electronic solution between the listed entity and the information user. For listed entities, this means introducing structured forms, that is, smart templates that will provide real-time validation of key data (such as timetables). For investors, this will mean a faster, more efficient and accurate way of accessing information critical to their portfolio decisions.

Companies and other listed entities should benefit in a number of ways from these changes:

- a more streamlined workflow;
- improved accuracy and consistency of information; and
- faster delivery of corporate event information to end users and investors.

ASX is in the early stages of this proposal. We will be seeking feedback from listed entities and other market stakeholders on the proposed changes to ensure we achieve the best outcome for all stakeholders.

Further information about this initiative can be viewed at

http://www.asx.com.au/corporate_information_STP

To help keep our Listed Entities informed of information and events ASX will be sending emails to the Company Secretary's Office from time to time. You are receiving this email because you have been identified as a key contact within the Company Secretary's Office at your organisation. If you would like to update your email address please do so via the Directors/Senior Management page on [ASX Online for Companies](#). Feel free to forward this email to any relevant parties within your organisation.

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