

1993/189



THE SECURITIES ACT (CONTINUOUS ISSUES) EXEMPTION NOTICE 1993

PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

NOTICE

1. Title and commencement—(1) This notice may be cited as the Securities Act (Continuous Issues) Exemption Notice 1993.

(2) This notice shall come into force on the day after the date of its notification in the *Gazette*.

2. Interpretation—(1) In this notice, unless the context otherwise requires,—

“The Act” means the Securities Act 1978:

“Debt security” does not include a security which renews or varies the terms of an existing security:

“The Regulations” means the Securities Regulations 1983:

“Specified issuer” means a person named in the First Schedule to this notice.

(2) Any term or expression that is not defined in this notice, but that is defined in the Act or the Regulations, has the meaning given to it by the Act or the Regulations.

3. Specified issuers exempted from certain provisions of the Securities Act 1978 and the Securities Regulations 1983 in respect of offers of debt securities—(1) Subject to subclause (2) of this clause, every specified issuer, and every person acting on behalf of a specified issuer, is exempted from compliance with the provisions of sections 37A (1) (a) to (d) and 38 (a) and (b) of the Act and regulation 10 of the Regulations in respect of any offer of debt securities made by that specified issuer.

(2) The exemption granted by subclause (1) of this clause is subject to the following terms and conditions:

- (a) That copies of the registered prospectus relating to the debt securities are on display and available to members of the public during normal business hours at each place of business of the specified issuer at which offers of the debt securities are made; and
- (b) That at the date of allotment, the registered prospectus is not known by the specified issuer of the security, or any director of the specified issuer, to be false or misleading in a material particular by reason of failing to refer, or give proper emphasis, to adverse

circumstances (whether or not the registered prospectus became so misleading as a result of circumstances occurring after the date of the registered prospectus).

(3) Subject to subclause (4) of this clause, every specified issuer, and every person acting on behalf of a specified issuer, is exempted from compliance with the provisions of clause 5 (1) of the Second Schedule to the Regulations in respect of any offer of debt securities made by that specified issuer.

(4) The exemption granted by subclause (3) of this clause is subject to the condition that the registered prospectus states, in relation to every director of the specified issuer,—

- (a) The name of the director; and
- (b) The city, town, or district in which the principal place of residence of the director is situated; and
- (c) The technical or professional qualifications (if any) of the director; and
- (d) An address to which any document or communication relating to the offer of debt securities or the debt securities themselves may be sent to the director.

4. Specified issuers exempted from section 52 (1) and (2) of the Securities Act 1978 in relation to register of securities required to be kept under section 51 (1) (b) of that Act—(1) Subject to subclause (2) of this clause, every specified issuer which is a company is exempted from compliance with the provisions of section 52 (1) and (2) of the Act in respect of the register kept by that specified issuer under section 51 (1) (b) of the Act.

(2) The exemption from section 52 (1) of the Act granted by subclause (1) of this clause is subject to the condition that every register of securities kept under section 51 (1) (b) of the Act by the specified issuer shall, except when duly closed (but subject to such reasonable restrictions as the specified issuer may impose, so that not less than 2 hours in each day shall be allowed for inspection), be open to the inspection of any holder of securities registered therein, or the representative of the holder, in respect of the securities of that holder, without fee.

5. Specified issuers allotting debt securities exempted from section 54 of the Securities Act 1978—(1) Subject to subclause (2) of this clause, every specified issuer is exempted from compliance with the provisions of section 54 of the Act in respect of any debt security allotted by that specified issuer.

(2) The exemption granted by subclause (1) of this clause is subject to the condition that the specified issuer shall send, or cause to be sent, to the security holder at any time upon request and at least once every 6 months a written statement which properly evidences the nature, ownership, terms, and conditions of the security.

6. Revocations—The notices specified in the Second Schedule to this notice are hereby revoked.

SCHEDULES

FIRST SCHEDULE
SPECIFIED ISSUERS

AA Finance Limited
 Allied Finance Limited
 AMP Finance NZ Limited
 Australian Guarantee Corporation (N.Z.) Limited
 Centurion Finance Limited
 Electricity Corporation of New Zealand Limited
 Finance and Discounts Limited
 Fisher & Paykel Finance Limited
 Foodstuffs (South Island) Limited
 Medical Securities Limited
 Motor Trade Finances Limited
 Southland Development Corporation Limited
 Speirs Group Limited
 Telecom Corporation of New Zealand Limited
 The National Trading Company of New Zealand Limited
 The Public Service Investment Society Limited
 UDC Finance Limited
 Wrightson Farmers Finance Limited

SECOND SCHEDULE
NOTICES REVOKED

| Notice | Statutory Regulations Serial Number |
|---|--|
| The Securities Act (Continuous (Issues) Exemption Notice (No. 3) 1987 | 1987/366 |
| The Securities Act (Continuous (Issues) Exemption Notice (No. 3) 1987, Amendment No. 3 | 1988/209 |
| The Securities Act (Continuous (Issues) Exemption Notice (No. 3) 1987, Amendment No. 8 | 1992/171 |

Dated at Wellington this 18th day of June 1993.

The Common Seal of the Securities Commission was hereunto affixed in the presence of:

[L.S.]

P. D. McKENZIE,
Chairman.

EXPLANATORY NOTE

This note is not part of the notice, but is intended to indicate its general effect.

This notice, which comes into force on the day after the date of its notification in the *Gazette*, replaces the Securities Act (Continuous Issues) Exemption Notice (No. 3) 1987.

Clause 3 of the notice exempts the issuers named in the First Schedule to the notice from compliance with the provisions of sections 37A (1) (a) to (d) and 38 (a) and (b) of the Securities Act 1978 and regulation 10 of the Securities Regulations 1983 in the case of all offers of debt securities made by those issuers.

The exemption is subject to the conditions—

- (a) That copies of the registered prospectus relating to the debt securities are on display and available to the public during normal business hours at each place of business of the issuer at which offers of the securities are made; and
- (b) That at the date of allotment, the registered prospectus is not known by the issuer or any director of the issuer to be false or misleading in a material particular by reason of failing to refer, or give proper emphasis, to adverse circumstances (whether or not it became misleading as a result of circumstances occurring after the date of the registered prospectus).

This exemption is in the same terms as the exemption granted by clause 3 of the Securities Act (Continuous Issues) Exemption Notice (No. 3) 1987.

Clause 3 also exempts the issuers named in the First Schedule from compliance with the requirement of clause 5 (1) of the Second Schedule to the Securities Regulations 1983 that every prospectus containing an offer of debt securities must state the residential address of the directors of the issuer.

The exemption is subject to the condition that the prospectus states the city, town, or district in which the principal residence of each director is situated and an address to which communications relating to the securities may be sent to each director. This exemption is new.

Clause 4 exempts the issuers named in the First Schedule to the notice which are companies from compliance with the provisions of section 52 (1) and (2) of the Securities Act 1978 in relation to the register of debt securities kept under section 51 (1) (b) of that Act.

This exemption and the condition to which it is subject are the same as the exemption granted by clause 4 of the present notice.

Clause 5 exempts the issuers named in the First Schedule to the notice from compliance with section 54 of the Securities Act 1978 in respect of debt securities.

This exemption and the condition to which it is subject are the same as the exemption granted by clause 5 of the present notice.

The list of issuers named in the First Schedule to the notice differs from the list of issuers named in the First Schedule to the present notice.

Issued under the authority of the Acts and Regulations Publication Act 1989.

Date of notification in *Gazette*: 24 June 1993.

This notice is administered in the Securities Commission.