



**THE SECURITIES ACT (CAPRICORN SOCIETY LIMITED)
EXEMPTION NOTICE 1996**

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

NOTICE

1. Title and commencement—(1) This notice may be cited as the Securities Act (Capricorn Society Limited) Exemption Notice 1996.

(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;

“Member” means a person who is a member of the Society and who is the holder of a specified equity security in accordance with the rules of the Society;

“The Regulations” means the Securities Regulations 1983;

“Society” means the Capricorn Society Limited, an overseas company registered under the Companies Act 1993;

“Specified equity securities” means shares which are issued by the Society pursuant to the Western Australia Co-operative and Provident Societies Act 1903.

(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. Society exempt from certain provisions of the Securities Act 1978 and the Securities Regulations 1983—(1) Subject to subclause (2) of this clause, the Society, and every person acting on its behalf are exempted from compliance with the provisions of—

(a) Sections 37A (1) (e), 38 (a) and (b) and 54 of the Act; and

(b) Regulation 3 (1) of the Regulations in so far as that subclause requires the registered prospectus containing an offer of equity securities to contain the information, statements, certificates, and other matters specified in clauses 5, 6, 8 to 20, 22 to 38, 39 (b), 41, and 42 of the First Schedule to the Regulations,—

in respect of any offer of specified equity securities.

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

- (a) That no individual is allotted more than one A\$500 lot of shares; and
- (b) That a copy of an audited consolidated balance sheet as at the end of, and an audited consolidated profit and loss account for, the most recently completed accounting period of the Society, which give a true and fair view of the state of affairs and results thereof in accordance with the provisions relating to accounts contained in the Financial Reporting Act 1993—
 - (i) Have, before allotment of the securities, been given or sent to the persons to whom the offer is made; or
 - (ii) Are attached to, or contained in, the registered prospectus given or sent to the persons to whom the offer is made; and
- (c) That a statement is attached to the accounts of the Society referred to in paragraph (b) of this subclause, signed by or on behalf of the directors of the Society, as to whether, after due enquiry by them in relation to the period between the date of those accounts and the date that the accounts are distributed in accordance with that paragraph, there have, in their opinion, arisen any circumstances that materially adversely affect—
 - (i) The trading or profitability of the Society; or
 - (ii) The value of its assets; or
 - (iii) The ability of the Society to pay its liabilities due within the next 12 months; and
- (d) That no allotment of the securities is made if the date of allotment would be more than 15 months after the date of the balance sheet referred to in paragraph (b) of this subclause; and
- (e) That at the date of allotment of the securities, the most recent registered prospectus that relates to the securities is not known by the Society, or any director of the Society, 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); and
- (f) That the Society may not require any person who is a member to make any payments to the Society on account of any specified equity securities issued or to be issued to that member, other than specified equity securities which form part of a member's original application for specified equity securities, unless the members have agreed in general meeting to the requirements to make such payments and adequate provision has been made for members who object to making any such payment to withdraw from the Society and to be paid, within 6 months of notifying the Society of their intention to withdraw, all amounts that in respect of specified equity securities they have a right to receive or that are payable to them or that are credited to their accounts; and
- (g) That the information specified by clause 5 of the First Schedule to the Regulations is disclosed in the annual report; and

- (h) That disclosure of the directors' interest and the promoters' interest as required by clauses 15 and 16 of the First Schedule to the Regulations is made in the annual report.

Dated at Wellington this 30th day of April 1996.

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

[L.S.]

E. H. ABERNETHY,
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*, exempts, subject to conditions, the Capricorn Society Limited from certain provisions of the Securities Act 1978 and the Securities Regulations 1983 in respect of offers of certain equity securities.

Issued under the authority of the Acts and Regulations Publication Act 1989.
Date of notification in *Gazette*: 2 May 1996.
This notice is administered in the Securities Commission.