



ASX OPERATING RULES

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SECTION 6 GENERAL RULES

OPERATION OF RULES AND PROCEDURES

Application and effect of these Rules

[6000] These Rules form part of the operating rules of ASX for the purposes of the Corporations Act 2001. These Rules should be read in conjunction with:

- (a) the Procedures;
- (b) the ASX Enforcement and Appeals Rulebook; and
- (c) the Corporations Act.

To the extent of any inconsistency between these Rules and the Procedures, these Rules will prevail.

[6001] These Rules are binding on ASX and Market Participants in the manner set out in:

- (a) section 793B of the Corporations Act; and
- (b) Rule [6002].

[6002] These Rules have the effect of a contract under seal between ASX and Market Participants under which:

- (a) each Market Participant covenants with ASX and each other Market Participant to observe the Rules and to perform the obligations which the Rules purport to impose on the Market Participant, in the manner provided by the Rules; or
- (b) ASX covenants with each Market Participant to observe the Rules and to perform the obligations which the Rules purport to impose on ASX, in the manner provided by the Rules.

[6003] The ASX Enforcement and Appeals Rulebook form part of these Rules where relevant for the purposes of the Corporations Act.

Inconsistency with ASIC Market Integrity Rules

[6010] If there is an inconsistency between the Rules and the ASIC Market Integrity Rules, these Rules will be read down to the extent of the inconsistency.

Procedures

[6020] ASX may from time to time approve written Procedures relating to the operations of ASX and the Market, the conduct of Market Participants and the structure and operation of electronic communications between ASX and Market Participants.

[6021] The Procedures do not form part of these Rules. However, if a Rule requires a person to comply with any part of the Procedures, failure by the person to comply with that part of the Procedures is a contravention of the Rule.

[6022] ASX may approve changes to the Procedures from time to time and must notify Market Participants of any changes to the Procedures.

Waiver

[6030] ASX may relieve any person or class of person from the obligation to comply with a provision (other than an indemnity or disclaimer provision) of these Rules, either

generally or in a particular case or category, and either unconditionally or subject to such conditions as ASX thinks fit. If any conditions on a waiver are imposed, all of the conditions must be complied with for the waiver to be effective. ASX may withdraw a waiver at any time. Any request by a Market Participant for a waiver under this Rule [6030] must be in writing.

- [6031] Failure to comply with a condition imposed under Rule [6030] is a contravention of that Rule.
- [6032] ASX may specify a period or specific event during which any relief under Rule [6030] may apply, in which case such relief is limited to such period or event.
- [6033] ASX must establish and maintain a register for recording details of relief granted under Rule [6030] in accordance with the Procedures.
- [6034] A failure by ASX to exercise, or any delay in exercising, any of its rights, powers or remedies (in whole or in part) under the Rules does not operate as a waiver of those rights, powers or remedies upon that or any subsequent occasion, nor does any single or partial exercise of any right, power or remedy prevent any further exercise of that or any other right, power or remedy.

EXERCISE OF ASX POWERS

Exercise and delegation of functions and powers

- [6100] Unless the contrary intention appears, powers conferred on ASX by or under these Rules may be exercised by resolution of the board of ASX or by any authorised delegate of ASX.
- [6101] Unless the contrary intention appears, ASX may delegate, either generally or as otherwise provided by the terms of delegation, any of the powers and functions of ASX to any officer or employee of a person carrying out functions for or on behalf of ASX.
- [6102] Where ASX delegates any of its powers or functions to one or more officers or persons in accordance with Rule [6101], those delegates may sub-delegate such of the delegated powers as ASX approves from time to time.
- [6103] If any power or function is delegated:
- (a) performance or exercise by the delegate of the power or function is taken to be performance or exercise by ASX, as the case requires;
 - (b) the delegation does not prevent the performance or exercise of the power or function by ASX, as the case requires; and
 - (c) where the performance or exercise depends upon the opinion, belief or state of mind of ASX, as the case requires, the power or function may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate.

Multiple actions

- [6110] Any action taken or not taken by ASX under any Rule does not restrict ASX or prohibit ASX from taking any other action under, or enforcing:
- (a) the same Rule (including in respect of more than one person); or
 - (b) any other Rule,

even if that action or enforcement relates to the same or substantially the same facts or conduct.

Reference to ASX exercising discretion where it considers “appropriate”

- [6120] Where a Rule provides that ASX may act in a manner which it considers "appropriate", when deciding whether or not to act, and how to act, ASX will have regard to:
- (a) the obligations, duties, powers and discretions which ASX has as the holder of, or in connection with, the holding of an Australian market licence under Part 7.2 of the Corporations Act;
 - (b) the obligations, duties, powers and discretions which an Approved Clearing Facility has as the holder of, or in connection with the holding of, an Australian CS facility licence under Part 7.3 of the Corporations Act;
 - (c) the obligations, duties, powers and discretions which an Approved Settlement Facility has as the holder of, or in connection with the holding of, an Australian CS facility licence under Part 7.3 of the Corporations Act; and
 - (d) the obligations, duties, powers and discretions which an operator of any Underlying Market has as the holder of, or in connection with the holding of, an Australian market licence under Part 7.2 of the Corporations Act.

Defects, irregularities and deficiencies

- [6130] A decision, resolution, proceeding or act of ASX under these Rules is not invalidated by any:
- (a) defect;
 - (b) irregularity; or
 - (c) deficiency,
- of notice or time unless:
- (d) a Market Participant concerned by the defect, irregularity or deficiency requests ASX to resolve that the decision, resolution, proceeding or act is invalid;
 - (e) ASX reasonably believes that the defect, irregularity or deficiency has caused or may cause substantial injustice which cannot reasonably be avoided; and
 - (f) ASX accordingly resolves that the decision, resolution, proceeding or act is invalid.

[6131] An action or inaction by ASX under the Rules may not be challenged on the ground that a Rule, Procedure, direction, decision or requirement of ASX, or any agreement made by ASX, is ultra vires ASX or otherwise invalid.

[6132] If any of the provisions of the Rules or the Procedures becomes at any time illegal, invalid or unenforceable in any respect under the law of any jurisdiction, the legality, validity or enforceability of the remaining provisions of the Rules and the Procedures, and the legality, validity or enforceability of the provision under the law of any other jurisdiction is not affected or impaired in any way.

ASX ACTIONS REQUIRED UNDER ASIC MARKET INTEGRITY RULES

[6200] If ASIC has under the Corporations Act or the ASIC Market Integrity Rules:

- (a) issued a direction to, or otherwise required, a Market Participant, to take, or not take, certain action in respect of the Market; or
- (b) issued a direction to, or otherwise required, ASX to take, or not take, certain action in respect of the Market or a Market Participant,

ASX may take, or not take, such action as ASX considers appropriate to give effect to, or to comply with, such direction or requirement having regard to Rule [6120], including such action, or non action, as specified in the Procedures.

FEES, DUTIES AND TAXES

Fees and other charges

[6300] ASX may determine fees to be paid by Market Participants in connection with the admission of Market Participants, including access to and use of trading facilities, ASX's monitoring and enforcement functions, its facilities and any other services operated or provided by ASX or a Related Body Corporate of ASX in connection with these Rules.

The fees, and any change to those fees, will take effect from the time notified by ASX to Market Participants.

[6301] ASX may impose additional fees where a Market Participant has failed to pay a fee determined under Rule [6300] by the time specified or to perform an obligation under these Rules by the time required under these Rules.

[6302] A Market Participant must pay the fees determined under Rule [6300] (and any late fees imposed under Rule [6301]) by the times and in the manner determined by ASX and notified to Market Participants.

[6303] If any Market Participant fails to pay any levy, fee or any sum of money (in this Rule [6303], a "sum") for which it is liable to ASX or any Related Party of ASX, within 1 month from the time when such sum became payable, the amount of such sum will carry interest at the rate determined in accordance with Schedule 5 of the Uniform Civil Procedure Rules 2005 (NSW).

Duties and taxes

[6310] A Market Participant is liable for all stamp duty, transaction taxes, goods and services taxes and other duties or taxes which may be payable in respect of any:

- (a) Market Transaction;
- (b) transaction between the Market Participant and ASX or any Related Body Corporate of ASX;
- (c) services provided by ASX or any Related Body Corporate of ASX to the Market Participant; or
- (d) documents lodged by it with, or issued to it by, ASX or any Related Body Corporate of ASX in connection with the conduct of the Market Participant's business with ASX, an Approved Clearing Facility or an Approved Settlement Facility.

Each Market Participant indemnifies ASX against all liability for payment of those duties or taxes. ASX and any Related Body Corporate of ASX may debit any account of the Market Participant with it by the amount of any duties or taxes payable by the Market Participant or the Market Participant's Clearing Participants.

FOREIGN MARKET PARTICIPANTS AND OTHER MARKET PARTICIPANTS WITH OVERSEAS ACTIVITY

[6400] A Market Participant that proposes to locate or relocate any part of its business as a Market Participant (including, without limitation, any Open Interface Device or other means of communicating Trading Messages to ASX or any Employees) outside Australia ("Overseas Activity") must comply with the requirements set out in the Procedures.

Amended 15/06/15

[6401] If a Market Participant is incorporated outside Australia or conducts any part of its business as a Market Participant outside Australia and:

- (a) any tax or duty of any kind would be liable to be paid by ASX, a Related Body Corporate of ASX or any other person bound by these Rules (each an "Entity");
- (b) the Market Participant would be required by any law or regulation to withhold payment of an amount or deduct a tax or duty of any kind from an amount payable by it to any Entity; or
- (c) an Entity or Entities are required by any law or regulation to withhold payment of an amount or deduct a tax or duty of any kind from an amount payable by the Entity or Entities,

in respect of any transaction or agreement between that Market Participant and any Entity or Entities, and that duty or tax would not be liable to be paid or would not be required to be withheld or deducted if the Market Participant were incorporated in Australia and conducting its business as a Market Participant wholly in Australia, then the Market Participant must disclose to each relevant Entity that the duty or tax may be payable, or withholding or deduction may have to be made, before the relevant transaction or agreement to which the duty or tax relates is entered into or instructions are accepted. The disclosure must be in writing and include the nature of the duty, tax or withholding and the amount of the likely duty, tax or withholding or the appropriate rate of duty or tax.

Amended 15/06/15

[6402] Without limiting any other indemnity given by a Market Participant under these Rules, each Market Participant indemnifies ASX in respect of any loss or damage caused to ASX as a result of a failure by that Market Participant to observe the requirements of Rules [6400] to [6402].

[6403] A Market Participant must ensure, even if part of its business as a Market Participant or some of its Employees are located outside Australia, that it has in place appropriate arrangements so that the Market Participant and ASX (and Related Bodies Corporate of ASX) can communicate with each other and receive each other's responses quickly on a day-to-day operational basis and so that the Market Participant can promptly comply with the Rules or a request of ASX (or a Related Body Corporate of ASX).

Introduced 15/06/15

[6404] A Market Participant that is not incorporated or registered as a foreign company under the Corporations Act must:

- (a) appoint an agent, approved by ASX, which is resident in Australia for service of process in Australia generally (including, without limitation, by ASX and ASIC);

- (b) provide ASX as soon as practicable with a copy of any agent's acceptance of such appointment;
- (c) inform ASX of the intended effective date of any agent ceasing for any reason to act as agent for the Market Participant; and
- (d) if paragraph (c) applies, appoint as soon as practicable, and in any case before an outgoing agent ceases acting as agent for the Market Participant, a new agent, approved by ASX.

Introduced 15/06/15

PERSONS ACTING FOR MARKET PARTICIPANT

Responsibility for individuals involved in business

[6500] A Market Participant is responsible for all actions and omissions of persons involved in its business as a Market Participant including, without limitation, its Employees.

Amended 15/06/15

Authorised Signatories

[6510] A Market Participant must submit to ASX, in the manner and form set out in the Procedures, details of persons who are authorised by the Market Participant to sign documentation and to deal with trading issues in connection with the operation of its business as a Market Participant.

[6511] A Market Participant must promptly notify ASX in writing if any of the persons whose names are submitted under Rule [6510] cease to be authorised by the Market Participant to sign the relevant documentation or to deal with trading issues or if any new person is given that authority.

[6512] ASX is entitled to rely on the list referred to in Rule [6510] as updated from time to time under Rule [6511] as evidence that the persons whose names are on the list at any given time are authorised to sign on behalf of the Market Participant documentation presented to ASX or to deal with trading issues in connection with the operation of its business as a Market Participant.

[6513] Nothing in Rules [6510] to [6512] limits the persons whom ASX is entitled to assume are authorised by the Market Participant to sign documentation and to deal with trading issues in connection with the operation of its business as a Market Participant or the operation of Rule [6500].

Amended 15/06/15

COMPENSATION ARRANGEMENTS

National Guarantee Fund – loans and provision of property to Market Participant

[6600] Where a person:

- (a) lends money to a Market Participant or entities which are managed or controlled by a Market Participant; or
- (b) provides property to a Market Participant or to entities which are managed or controlled by the Market Participant, other than in the course of, or in connection with the Market Participant or entity's business of dealing in Financial Products,

the Market Participant will give written notification to each such person that the general protection of the National Guarantee Fund provisions of the Corporations Act and Regulations will not apply to the money lent or the property provided, or any income which may have been derived from property which had been provided by the person to the Market Participant to be managed on trust by the Market Participant. A copy of the written notification will be retained by the Market Participant until such money or property has been returned to the person.

[6601] Where a person is an excluded person as defined at Corporations Regulation 7.5.04, the Market Participant will give written notification to each such person that the general protection of the National Guarantee Fund provisions of Part 7.5 of the Corporations Act and Regulations will not apply to the money lent or the property provided, or any income which may have been derived from property which had been provided by the person to the Market Participant to be managed on trust by the Market Participant.

A copy of the written notification will be retained by the Market Participant until such money or property has been returned to the person.

[6602] For the purposes of Rules [6600] and [6601], "property" includes money, Financial Products and documents of title to and instruments of transfer relating to Financial Products.

Division 3 Compensation Arrangements

[6610] The Compensation Rules of the ASX Compensation Arrangement established pursuant to Division 3 of Part 7.5 of the Corporations Act are set out in Schedule 9.

Payment of compensation arrangement levies

[6620] Each Market Participant must pay any levies raised against it by ASX in accordance with the rules of any compensation arrangement that ASX is required to maintain in accordance with the Corporations Act or Regulations, including the rules set out in Schedule 9.

RECORDS, INFORMATION, RETURNS AND RECORDINGS

Requirements for records and information

[6700] All records which a Market Participant is required to maintain under Rules [8500] to [8520] must be kept in writing and in the English language or in a manner which will enable them to be readily accessible by ASX and readily converted into writing in the English language. ASX may direct a Market Participant to convert records into writing and into English. That direction must be complied with by the time specified by ASX when giving the direction.

[6701] If the records which a Market Participant is required to maintain under Rules [8500] to [8520] are kept outside Australia:

- (a) the Market Participant must send, or cause to be sent, to Australia records which will enable true and fair financial statements to be prepared; and
- (b) ASX may direct a Market Participant to produce any of its records in Australia.

A Market Participant must comply with any direction given by ASX under paragraph (b) by the time specified by ASX when giving the direction.

[6702] Where documentation or information is provided or made available by or on behalf of a Market Participant under Rule [6700] or [6701] in a language other than English or in a form that is not readily accessible by ASX, the Market Participant indemnifies ASX against any costs and expenses ASX incurs in connection with translating that documentation or information into English and obtaining access to that documentation or information.

[6703] A Market Participant is not entitled to the return of any particulars, notices or any other documentation lodged with ASX under the Rules but a Market Participant may, upon giving 24 hours' notice to ASX as applicable, inspect and make copies, at the Market Participant's cost, of those particulars, notices or other documentation in respect of dealings by that Market Participant with ASX.

The Market Participant must pay the costs, if any, of ASX as applicable of making available to the Market Participant those particulars, notices or documentation.

[6704] A Market Participant must ensure that all information which the Market Participant or its Employees give to ASX is complete, accurate and not misleading. If the Market Participant becomes aware that information which it, or its Employees, have given previously to ASX was incomplete, inaccurate or misleading, the Market Participant must promptly notify ASX in writing.

Returns and reports

[6710] Where a Market Participant is required by ASX under these Rules to prepare or submit a return or report:

- (a) the Market Participant must prepare or submit that return or report in the manner and form and by the time specified in the Rule or otherwise required by ASX;
- (b) the Market Participant must ensure that the information contained in the return or report is extracted accurately from the records of the Market Participant; and
- (c) ASX may require a director of the Market Participant to certify that paragraphs (a) and (b) have been complied with.

Disclosure of information

[6720] ASX may, where it considers it appropriate in accordance with Rule [6120], disclose information regarding Market Participants and their activities that are relevant to ASX to:

- (a) the Commission;
- (b) the Reserve Bank of Australia;
- (c) the Australian Prudential Regulation Authority;
- (d) an Approved Clearing Facility;
- (e) an Approved Settlement Facility; or
- (f) any governmental agency or regulatory authority.

[6721] ASX will take all reasonable measures to protect from unauthorised use or disclosure information provided to it in confidence by or on behalf of a Market Participant pursuant to the Rules. For the purposes of this Rule the disclosure of information including client level information in the following circumstances does not constitute unauthorised use or disclosure:

- (a) pursuant to a Reciprocal Arrangement;

- (b) required to be disclosed by ASX under any law or any order of any court or tribunal, authority or regulatory body;
- (c) which at the time of disclosure to or by ASX, was generally available to and known by the public;
- (d) for the purposes of monitoring compliance with, or the enforcement of, the Rules or the adjudication of those matters (including, without limitation, to the Appeal Tribunal);
- (e) to a Related Body Corporate of ASX, for the purpose of enabling that Related Body Corporate to assess whether the Market Participant is complying with, will comply with or has complied with the operating rules of, or any contractual arrangement with, that Related Body Corporate;
- (f) to an Approved Clearing Facility, for the purpose of enabling the Approved Clearing Facility to assess whether the Market Participant (or Clearing Participants which clear Market Transactions of the Market Participant) is complying with, will comply with or has complied with the Approved Clearing Facility's operating rules or procedures;
- (g) to the Approved Settlement Facility, for the purpose of enabling the Approved Settlement Facility to assess whether the Market Participant (or a Settlement Participant which settles Market Transactions of the Market Participant (or its Clearing Participants) is complying with, will comply with or has complied with the Approved Settlement Facility's operating rules or procedures;
- (h) to any governmental agency or regulatory authority including, without limitation, another market operator, clearing house or clearing and settlement facility (in Australia or elsewhere) which requests ASX to provide the information to it, in the proper exercise of its powers relating to:
 - (i) the order and good government of Market Participants; or
 - (ii) the efficient, honest, fair, competitive and informed trading, clearing and settlement of financial products (in Australia or elsewhere); and
- (i) any entity which provides financial backing or insurance to ASX for the purpose of enabling that entity to assess the risk to ASX or that entity from trading activities generally or to assess any claim made in connection with the Market Participant's activities.

[6722] ASX will take all reasonable measures to protect from unauthorised use or disclosure information provided to it in confidence by or on behalf of an operator of a disputes or complaints resolution scheme or similar scheme to which a Market Participant is a party. For the purposes of this Rule the disclosure of information by ASX, or a Related Party of ASX, to any of the entities or in any of the circumstances set out in Rules [6720] and [6721], will not be an unauthorised use or disclosure.

[6723] ASX may disclose to the operator of a disputes or complaints resolution scheme, or similar scheme to which a Market Participant is a party, such information relating to the Market Participant as ASX has and which it considers relevant to a request for information from the operator or to some other aspect of a complaint involving the Market Participant.

[6724] ASX may only disclose information under Rule [6723] on condition that the operator of the disputes or complaints resolution scheme agrees to maintain the confidentiality of the information except that the operator may disclose the information:

- (a) if required by law or in court proceedings;

- (b) if required for the purpose for which ASX has given it the information;
- (c) if a government authority or agency has requested the information; or
- (d) if the information is already generally available at the time the operator discloses the information.

Recording by ASX

[6730] ASX and each Market Participant may record all telephone conversations conducted between ASX and the Market Participant.

INDEMNITIES AND DISCLAIMERS

[6800] Subject to Rule [6801], and without limiting Rules [3113], [3250] and [5166] and Rule [S10.5.4], ASX is not liable to any Market Participant or any Market Participant's clients, Warrant-Issuer, AQUA Product Issuer, BookBuild Issuer, Guarantor, Warrant-Holder or AQUA Product Holder for any direct, indirect or consequential loss, damage or expense (including legal costs) arising in any way out of:

- (a) the supply (or the failure to supply or any delay in supplying) of trading services in respect of Market Transactions including, without limitation, generation of trading information and production of documentation relating to a Market Participant or its clients ("Trading Services");
- (b) the supply of any other services relating to the Market or any Trading Platform or Product ("Other Services");
- (c) any negligent conduct or omission of ASX including, without limitation, any systems malfunctions, systems failure, error in programming or error in input data in relation to any computer used or otherwise in connection with the supply of Trading Services or Other Services;
- (d) any implied warranties in relation to the supply of Trading Services or Other Services by ASX;
- (e) the exercise by ASX of a decision making power under the Rules or by an Approved Clearing Facility or an Approved Settlement Facility of a decision making power under the Clearing Rules or Settlement Rules; or
- (f) any action taken, or not taken, by ASX under Rule [6200].

Amended 08/10/13, 30/05/17

[6801] ASX excludes under Rule [6800] conditions and warranties implied by statute, general law or custom except any implied condition or warranty the exclusion or limitation of which would contravene any statute (including the Trade Practices Act 1974) or cause any part of Rules [6800] to [6802] to be void ("Non-Excludable Condition").

[6802] The liability of ASX under any Non-Excludable Condition may be limited in the discretion of ASX respectively to:

- (a) in the case of services, the supply of the relevant services again or payment of the costs of having the relevant services supplied again; and
- (b) in the case of goods, the repair or replacement of those goods or the payment of the cost of having the goods repaired or replaced.

[6803] Where a Rule excludes or limits the liability of ASX, releases ASX from liability, or provides for an indemnity in favour of ASX, then to the extent permitted by law, that exclusion, limitation, release or indemnity (as applicable) extends to:

- (a) every officer, employee, agent, delegate, person acting for or on behalf of ASX or contractor of ASX; and
- (b) every Related Body Corporate of ASX and every officer, employee, agent, delegate, person acting for or on behalf of that Related Body Corporate or contractor of that Related Body Corporate,

as if a reference in that Rule to ASX included a reference to each of them.

[6804] The benefit of any limitation, exclusion, release or indemnity in favour of any person other than ASX under Rule [6803] is held by ASX for the benefit of those other persons and ASX may enforce that benefit on their behalf.

MISCELLANEOUS

Notice, notification and service of documents

[6900] If any Rule requires or permits the giving of notice of any matters to any person, the Rule requires or permits the giving to that person of a written document containing those matters.

[6901] Without limiting any other provision of Rules [6900] to [6904], any notice to be given by a Market Participant to ASX must be given to the person holding the position notified by ASX to Market Participants and may be given in the manner set out in the Procedures. Any notice to be given by ASX to a person, firm or corporation may be given in the manner set out in the Procedures.

[6902] For the purposes of any Rule that requires or permits a document to be given to a person, whether the expression 'serve', 'give' or 'send' or any other expression is used, the document may be given, and will be taken to have been received, at the time and in the manner set out in the Procedures.

Nothing in this Rule [6902] or the Procedures prevents documents being sent or given to, or served on, a person in any other manner required or permitted by law.

[6903] A Market Participant must acquire and maintain an operating e-mail system for the purposes of receiving notices under Rule [6902].

[6904] If under these Rules ASX is to give notice to some or all Market Participants, accidental omission by ASX to give notice to one or more Market Participants does not affect the validity or enforceability of any resolution, decision, proceeding or act in connection with which the notice was to be given.

Governing law and submission to jurisdiction

[6910] All contracts or agreements between ASX or a Related Body Corporate of ASX and a Market Participant which are constituted by the Rules or entered into under the Rules or as contemplated by the Rules are governed by the laws of New South Wales or as applicable the laws of Australia.

[6911] ASX, each Related Body Corporate of ASX and each party to a contract or agreement referred to in Rule [6910] irrevocably and unconditionally:

- (a) submit to the non-exclusive jurisdiction of the courts of New South Wales and courts of appeal from them;
- (b) waive any immunity from any action in the courts exercising any jurisdiction in New South Wales; and

- (c) waive any right they have to object to any action being brought in those courts, including, without limitation, by claiming that the action has been brought in an inconvenient forum or that the courts in New South Wales do not have jurisdiction.

End of Section. Next page is no. 701.