



Securities Act (Permanent Capital Limited) Exemption Notice 2005

Pursuant to the Securities Act 1978, the Securities Commission gives the following notice (to which is appended a statement of reasons of the Securities Commission).

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Notice

1 Title

This notice is the Securities Act (Permanent Capital Limited) Exemption Notice 2005.

2 Commencement

This notice comes into force on the day after the date of its notification in the *Gazette*.

3 Expiry

This notice expires on the close of 31 October 2010.

4 Interpretation

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

Act means the Securities Act 1978

Permanent Capital means Permanent Capital Limited

Regulations means the Securities Regulations 1983

specified securities means equity securities in Permanent Capital.

- (2) Any term or expression that is defined in the Act or the Regulations and used, but not defined, in this notice has the same meaning as in the Act or the Regulations.

5 Exemption from clause 1(4) of Schedule 1 of Regulations
Permanent Capital and every person acting on its behalf is exempted from clause 1(4) of Schedule 1 of the Regulations in respect of the specified securities.

6 Conditions of exemption in clause 5

- (1) The exemption in clause 5 is subject to the condition that the registered prospectus relating to the offer of the specified securities—
- (a) describes the procedure for fixing the subscription price for the specified securities; and
 - (b) states when the subscription price for the specified securities is expected to be fixed; and
 - (c) states how an investor may ascertain the subscription price for the specified securities; and
 - (d) describes how subscriptions for the specified securities must be paid by subscribers; and
 - (e) states how any overpayments of the subscription price will be treated and describes the procedure for refunding overpayments; and
 - (f) states how any overpayments for the specified securities will be held by Permanent Capital pending allotment of the specified securities.
- (2) The exemption in clause 5 is subject to the further condition that, if the prospectus, or an investment statement or advertisement relating to the specified securities, refers to this notice or the exemption in clause 5, the prospectus, investment statement, or advertisement also states that—
- (a) it is not the function of the Securities Commission to approve investments or the terms of offers of securities; and
 - (b) the Securities Commission has not expressed a view about investment in the specified securities or the terms of the offer of the specified securities.

Dated at Wellington this 1st day of November 2005.

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

[L.S.]

J. Diplock,
Chairperson.

Statement of reasons

This notice, which comes into force on the day after the date of its notification in the *Gazette* and expires on 31 October 2010, exempts Permanent Capital Limited and every person acting on its behalf, subject to conditions, from clause 1(4) of Schedule 1 of the Securities Regulations 1983 in respect of equity securities to be offered by Permanent Capital Limited.

The Securities Commission considers that it is appropriate to grant the exemption because—

- the securities being offered are equity securities, but the investment appears closer in substance to a managed fund than an ordinary offer of equity securities;
- the price of the securities cannot be determined at the time they are offered owing to the nature of the offer. The conditions of exemption require that investors receive relevant information about the pricing mechanism for the securities.

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

Date of notification in *Gazette*: 3 November 2005.

This notice is administered by the Securities Commission.
