

- 10 (9) The Chairman may adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjourned meeting.
- 10 (10) No business other than that specified in the notice of meeting shall be transacted at any general meeting except with the consent of the Chairman.
- 10 (11) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll shall be demanded by the Chairman or by not less than 5 members. Each member present in person or by proxy shall be eligible to vote and shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote. In all cases of dispute doubt or difficulty respecting or arising out of matters or procedure and voting the decision of the Chairman shall be final and binding.
- 10 (12) A proxy may be communicated to the Managing Director by facsimile transmission to meet the deadline required provided that the original of the facsimile shall be in the hands of the Managing Director before the time scheduled for the commencement of the general meeting.
- 10 (13) No person shall hold a proxy to attend and vote on behalf of an individual member unless he is also an individual member. Any director of a company member may hold a proxy to attend and vote for that member.
- 10 (14) No member who is in default or suspended shall be eligible to vote at a general meeting of members. Where there is any dispute about a member's eligibility to vote, a ruling shall be given by the Chairman, whose decision shall be final.

### 11 Conduct of Members

- 11 (1) Every member shall:
- At all times observe proper ethical standards;
  - Refrain from any action or conduct which might bring discredit to the Exchange and its members or bring the Exchange or members generally into disrepute.
- 11 (2) No member shall buy or sell securities for an employee of any other member.

### 12 Listing

- 12 (1) *Right of Quotation*—The right of quotation on the official list shall be granted only by the Exchange and upon such terms and conditions as the Board may generally or in any particular case from time to time determine:

Provided that notwithstanding the foregoing, the Board may delegate to the Managing Director or other officer or officers of the Exchange (subject to such conditions as it shall from time to time determine) a general power to grant such right of quotation in respect of any securities where the general requirements and conditions from time to time laid down by the Board as a condition precedent to the right of quotation on the official list have been complied with.

- 12 (2) A company desiring to have its equity or loan securities or any class or classes thereof granted the right of quotation on the official list shall make application in that behalf to the Executive Office of the Exchange and pay the fee from time to time prescribed by the Board. The Exchange may, without assigning any reason, refuse to grant such securities or any class of such securities the right of quotation on the official list, and

similarly may at any future time suspend or cancel such right of quotation:

Provided that such right shall also be cancelled when the Exchange is so requested by the company provided that the Board is satisfied that the rights of minority shareholders would not be unduly prejudiced by such cancellation.

- 12 (3) The Exchange may grant by way of courtesy and either with or without payment of any fee the right of quotation on the official list of any class of shares of a company registered outside New Zealand in respect of which the right of quotation on its official list has been granted by a stock exchange, outside New Zealand, recognised by the Exchange.
- 12 (4) Where a prospectus states that listing has been applied for no member shall deal in the securities concerned until they have been listed by the Exchange or listing has been refused.

### 13 Prospectuses

- 13 (1) Subject to Rule 13 (2) all members shall be deemed to have authority to act as brokers to or to be associated with any flotation where a prospectus or other document soliciting applications for shares or other securities or capable of promoting inquiries for shares or other securities is issued to members of the public as contemplated in the definition of "offers of securities to the public" in the Securities Act 1978.
- 13 (2) In the case of any flotation or further issue of shares or other securities for which listing is being or will be sought, no member shall have authority to act unless the issuer or its organising broker has sought and received assurance from the Exchange that authority to act has not been withdrawn. In considering an application for assurance of authority to act, the Exchange shall have regard to whether the requirements of the general law and the rules, regulations and listing requirements of the Exchange have been or are likely to be complied with, the standing and repute of the issuer and such other matters as the Exchange may consider to be relevant in the interests of the investing public and the standing of members.
- 13 (3) Application for assurance of authority to act shall be made by the member acting as organising broker to the Board or to any delegate of the Board and shall be accompanied by such fee as may from time to time be prescribed by the Board.
- 13 (4) The term "flotation" where it is used in Rule 13 of these rules shall not include the issue of debentures or stock by the New Zealand Government or by any local body within New Zealand.
- 13 (5) Assurance of authority to act given to any one member shall be deemed to be authority for all other members to be associated with the particular flotation but shall not confer upon such other members any right to demand to be allowed to place a portion of the issue.
- 13 (6) In each case in which assurance of authority to act has been received, there shall be endorsed upon the relevant prospectus or other document soliciting applications for shares or other securities the following statement:
- "The New Zealand Stock Exchange has authorised members to act in this issue but accepts no responsibility for any statement in this prospectus."

### 14 Underwriting

- 14 (1) Upon receipt of an application for assurance pursuant to Rule 13 (3) that a member has authority to act in a flotation which he is underwriting whether wholly or in