

**Reprint
as at 1 December 2014**



Securities Amendment Act 2011

Public Act 2011 No 6
Date of assent 18 April 2011
Commencement see section 2

Securities Amendment Act 2011: repealed, on 1 December 2014, pursuant to section 4(1)(a) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

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Note

Changes authorised by subpart 2 of Part 2 of the Legislation Act 2012 have been made in this official reprint.

Note 4 at the end of this reprint provides a list of the amendments incorporated.

This Act is administered by the Ministry of Business, Innovation, and Employment.

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The Parliament of New Zealand enacts as follows:

1 Title

This Act is the Securities Amendment Act 2011.

2 Commencement

- (1) This Act (apart from sections 5(3), 16(3), 22, 40, 43(2), and 49(3) to (6)) comes into force on 1 May 2011.
- (2) Sections 5(3), 16(3), 22, 40, 43(2), and 49(3) to (6) come into force on a date appointed by the Governor-General by Order in Council; and 1 or more orders may be made bringing different provisions into force on different dates.

- (3) To the extent that the provisions referred to in subsection (2) are not previously brought into force under that subsection, those provisions come into force on 1 July 2013.

3 Principal Act amended

This Act amends the Securities Act 1978.

4 Long Title amended

The Long Title is amended by omitting “**to establish a Securities Commission; and**”.

5 Interpretation

- (1) Section 2(1) is amended by repealing the definitions of **Commission, overseas regulator, registered prospectus, Registrar, and Takeovers Panel**.

- (2) Section 2(1) is amended by inserting the following definitions in their appropriate alphabetical order:

“**FMA** means the Financial Markets Authority established under Part 2 of the Financial Markets Authority Act 2011

“**registered prospectus** means,—

“(a) except if paragraph (b) applies,—

“(i) a prospectus that has been registered under section 42 and the registration of which has not been cancelled under section 43G(2)(b); or

“(ii) a document that, except in the matters specified in section 41(1), is identical to such a prospectus:

“(b) if an instrument that amends a prospectus of the kind specified in paragraph (a)(i) has been registered under section 43, and the registration of that prospectus as so amended has not been cancelled under section 43G(2)(b),—

“(i) that prospectus as so amended; or

“(ii) a document that, except for the matters specified in section 41(1), is identical to that prospectus as so amended

“**Registrar** means the Registrar of Financial Service Providers under the Financial Service Providers (Registration and Dispute Resolution) Act 2008”.

(3) *[Repealed]*

Section 5(3): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

6 Meaning of advertisement

Section 2A(2) is amended by adding the following paragraph:

“(c) documents, information, and other matters required to be made publicly available under section 54C.”

7 Exemptions from this Act

(1) Section 5 is amended by inserting the following subsection after subsection (1):

“(2) An exemption under subsection (1) does not apply—
“(a) in the circumstances prescribed by regulations made under section 70AAA; or
“(b) if any additional requirements prescribed by regulations made under section 70AAA are not satisfied.”

(2) Section 5(2C), (3), (3A), and (4) are amended by omitting “44” and substituting “43B”.

(3) Section 5(2D) is amended by omitting “38F” and substituting “38E and 43F”.

(4) Section 5(3) is amended by omitting “69” and substituting “65F”.

(5) Section 5(4) is amended by omitting “38F” and substituting “38E”.

(6) Section 5(5) to (6) are repealed.

8 Exemption for employer superannuation schemes

Section 5A is amended by omitting “44” and substituting “43B”.

9 Previously allotted securities

Section 6(1) is amended by omitting “44” and substituting “43B”.

10 Term implied in certain offers of previously allotted securities

Section 6A(1)(a) is amended by omitting “44” and substituting “43B”.

11 Part 1 repealed

Part 1 is repealed.

12 Restrictions on offer of securities to the public

(1) Section 33(2) is amended by inserting the following paragraph after paragraph (a):

“(ab) the trust deed complies with this Act and the regulations; and”.

(2) Section 33(3) is amended by inserting the following paragraph after paragraph (a):

“(ab) the deed of participation complies with this Act and the regulations; and”.

13 Restrictions on distribution of prospectuses

Section 34(1)(a) is amended by omitting “memorandum” and substituting “an instrument”.

14 Void irregular allotments

Section 37 is amended by inserting the following subsection after subsection (1A):

“(1B) No allotment of a security offered to the public for subscription may be made in contravention of section 43D(1), 43I(4), or 43K(5)(b).”

15 Court must make relief order in certain circumstances

Section 37AC(1)(e) is amended by repealing subparagraph (i) and substituting the following subparagraph:

“(i) the contravention of section 37 was caused by a failure to comply with a condition of an exemption granted under section 5(5) (as in force before its repeal) or under section 70B or of an exemption provided under section 5(3A) or 5A; and”.

16 Consent for purposes of section 37AC(1)(c) or (d)

- (1) Section 37AD(1)(b)(iii) is amended by omitting “granted under section 5(5) or provided under section 5(3A) or 5A” and substituting “of a kind referred to in section 37AC(1)(e)(i)”.
- (2) Section 37AD(1)(b)(iv) is amended by omitting “section 5” and substituting “this Act”.
- (3) *[Repealed]*
- (4) Section 37AD(2) is amended by omitting “section 5 or section 5A” and substituting “this Act”.

Section 16(3): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

17 Voidable irregular allotments

Section 37A(1)(ab)(i) is amended by repealing subsubparagraph (B) and substituting the following subsubparagraph:

“(B) every instrument that amends that prospectus that is registered under section 43 before the time of allotment; or”.

18 Prohibition of advertisements

Section 38B is amended by repealing subsection (7) and substituting the following subsection:

- “(7) The FMA must, after an order has been made under this section, give the issuer or the issuer’s representative an opportunity to make written submissions and to be heard on the matter.”

19 Section 38F repealed

Section 38F is repealed.

20 Requirements relating to prospectuses delivered to Registrar for registration

Section 41 is amended by adding the following subsection as subsection (2):

- “(2) The prescribed information and documents (if any) must be supplied to the Registrar, when the prospectus is delivered to the Registrar for registration, in the manner specified by the Registrar.”

21 New sections 42 to 43M substituted

Sections 42 to 44 are repealed and the following sections substituted:

“42 Registration of prospectus

- “(1) The Registrar must promptly register every prospectus delivered to him or her.
- “(2) However, the Registrar must refuse to register a prospectus if,—
- “(a) in his or her opinion,—
 - “(i) it does not comply with section 39(1)(a) or 41(1)(b); or
 - “(ii) it contains any material matter that is not clearly legible; or
 - “(iii) section 41(2) is not complied with; or
 - “(b) the prescribed amount payable on registration is not paid; or
 - “(c) the date of registration would be earlier than the date of the prospectus.
- “(3) The Registrar must, on the registration of a prospectus under this section, give a certificate of the registration (and the certificate is conclusive evidence that the prospectus has been registered under this section).
- “(4) The certificate must specify a registration number for the prospectus.

“43 Amendment of registered prospectus

- “(1) A registered prospectus may be amended by an instrument to amend the prospectus that is delivered to the Registrar and registered under this section.
- “(2) The prescribed information and documents (if any) must be supplied to the Registrar, when an instrument to amend the prospectus is delivered to the Registrar for registration, in the manner specified by the Registrar.
- “(3) Every instrument to amend a registered prospectus that is delivered to the Registrar must be—
- “(a) signed by the issuer of the prospectus (if an individual) and every person who is a director of the issuer at the

- time the instrument is delivered to the Registrar, or by the issuer's or director's agent authorised in writing; and
- “(b) accompanied by a copy of the registered prospectus as amended.
- “(4) The Registrar must promptly register every instrument delivered to him or her in accordance with this section.
- “(5) However, the Registrar must refuse to register an instrument under this section if,—
- “(a) in his or her opinion,—
- “(i) he or she could, under section 42(2), have refused to register the registered prospectus as amended if it had been delivered for registration at the time of the delivery to him or her of the instrument; or
- “(ii) subsection (2) or (3) is not complied with; or
- “(b) the prescribed amount payable on registration is not paid; or
- “(c) the date of the registered prospectus is altered.
- “(6) The Registrar must, on the registration of an instrument of amendment under this section, give a certificate of that registration (and the certificate is conclusive evidence that the instrument has been registered under this section).
- “43A Registrar not required to consider certain matters**
- It is not the function of the Registrar, when acting under section 42 or 43, to consider whether a prospectus—
- “(a) complies with section 39(1)(b) or (c), 40, or 41(1)(a); or
- “(b) contains a statement that is false or misleading as to a material particular or omits any material particular.
- “43B Publication of registration**
- “(1) If a prospectus, or an instrument to amend a prospectus, is registered under section 42 or 43, the issuer must, within 5 working days after it receives the certificate of the registration, ensure that an Internet site maintained by or on behalf of the issuer—
- “(a) contains a reasonably prominent statement—
- “(i) to the effect that the prospectus or instrument has been registered; and

- “(ii) describing where a copy of the prospectus or instrument can be obtained; or
- “(b) contains a reasonably prominent link to such a statement.
- “(2) The statement or link referred to in subsection (1) may be removed from the Internet site maintained by or on behalf of the issuer if the period within which allotments of securities may be made under the prospectus in accordance with this Act has finally ended (for example, as a result of section 37A(1)(c)).
- “(3) If a prospectus, or an instrument to amend a prospectus, is registered under section 42 or 43, the Registrar may, in any manner that the Registrar thinks fit, give notice of the registration to any person or class of persons or to the public generally.
- “(4) The Registrar may, in any manner that the Registrar thinks fit, give notice to any person or class of persons or to the public generally of any changes in the information referred to in section 43P in respect of a registered prospectus.

*“FMA’s consideration of prospectuses,
amendments, trust deeds, and deeds of
participation*

“43C FMA’s consideration of prospectuses, amendments, trust deeds, and deeds of participation

- “(1) The Registrar must, immediately after a prospectus or an instrument to amend a prospectus is registered under this Act, notify the FMA of the registration for the purpose of allowing the FMA an opportunity to consider whether the prospectus, or the prospectus as amended,—
 - “(a) complies with this Act and the regulations; or
 - “(b) contains any material misdescription or error or any material matter that is not clearly legible; or
 - “(c) is false or misleading as to a material particular or omits any material particular (whether or not it was so false or misleading, or the omission was material, at the time the prospectus or instrument was registered).
- “(2) The Registrar must, immediately after a trust deed, a deed of participation, or an instrument to amend a deed of that kind is registered under this Act, notify the FMA of the registration for

the purpose of allowing the FMA an opportunity to consider whether the trust deed or deed of participation, or the trust deed or deed of participation as amended,—

“(a) complies with this Act and the regulations; or

“(b) contains any material misdescription or error or any material matter that is not clearly legible.

“(3) The nature and extent of the consideration (if any) that the FMA gives to a prospectus, trust deed, or deed of participation or an instrument to amend a prospectus or deed is at the FMA’s discretion.

“(4) Nothing in this section or any other provision of this Act limits the FMA’s power to consider or reconsider at any time whether—

“(a) a registered prospectus—

“(i) complies with this Act and the regulations; or

“(ii) contains any material misdescription or error or any material matter that is not clearly legible; or

“(iii) is false or misleading as to a material particular or omits any material particular (whether or not it was so false or misleading, or the omission was material, at the time the prospectus or instrument was registered):

“(b) a trust deed or deed of participation—

“(i) complies with this Act and the regulations; or

“(ii) contains any material misdescription or error or any material matter that is not clearly legible.

“43D No allotments may be made and no applications or subscription money may be accepted during consideration period

“(1) No allotment of securities offered to the public for subscription may be made, and no applications for those securities or subscriptions for those securities may be accepted, during the period—

“(a) starting on the date that the prospectus relating to the offer of the securities is registered; and

“(b) ending on the close of—

“(i) the date that is 5 working days after that date; or

- “(ii) a later date specified by the FMA by notice to the issuer.
 - “(2) However,—
 - “(a) if the prospectus is a continuous issue prospectus, subsection (1) applies to the prospectus only if it is of a class that is prescribed by the FMA in a notice under section 43EA:
 - “(b) if subsection (1) applies to a prospectus that relates to particular securities but another registered prospectus also relates to those securities, subsection (1) does not prevent—
 - “(i) an offer and allotment of those securities being made in accordance with this Act in reliance upon the other registered prospectus; and
 - “(ii) applications for those securities and subscriptions for those securities from being accepted in respect of the offer and allotment referred to in subparagraph (i).
 - “(3) In subsection (2) and section 43EA, a prospectus is a **continuous issue prospectus** if it—
 - “(a) relates to securities that the issuer, in the ordinary course of its business, continuously offers to the public for subscription; and
 - “(b) is not the first prospectus to be registered in respect of that class of securities.
 - “(4) The later date specified under subsection (1)(b)(ii) must be no more than 10 working days after the prospectus is registered.
 - “(5) If a person contravenes subsection (1), section 37(1B) and (4) to (7) apply (which provide that an allotment of a security in contravention of subsection (1) is invalid and of no effect).
- “43E **FMA may remove restrictions if its consideration is complete or consideration or further consideration is unnecessary**
- “(1) This section applies if the FMA is satisfied that—
 - “(a) its consideration of a prospectus is complete; or
 - “(b) consideration or further consideration of a prospectus is, in the circumstances, unnecessary.

- “(2) The FMA may give notice to the issuer that—
- “(a) the period that applies under section 43D ends at a particular time specified by the FMA (being an earlier time than that provided for under section 43D); or
 - “(b) section 43D(1) does not apply in respect of the prospectus.
- “(3) Section 43D is subject to this section.
- “(4) Nothing in this section limits section 70B (which also allows the FMA to grant exemptions in respect of compliance with section 43D).

“43EA FMA may prescribe classes of continuous issue prospectuses to which section 43D(1) applies

- “(1) The FMA may issue a notice that prescribes the class or classes of continuous issue prospectuses to which section 43D(1) applies.
- “(2) The FMA must, before issuing a notice under subsection (1) in respect of a class of continuous issue prospectuses, be satisfied that it is in the public interest for the FMA to have an opportunity to act under section 43C(1) in respect of those prospectuses before the allotment of securities in reliance upon those prospectuses (for example, where in the circumstances a particular risk relates to a particular class of issuers or securities).
- “(3) A notice issued by the FMA—
- “(a) is a regulation for the purposes of the Regulations (Disallowance) Act 1989 and must be presented to the House of Representatives under section 4 of that Act; and
 - “(b) is a regulation for the purposes of the Acts and Regulations Publication Act 1989.
- “(4) The FMA may vary or revoke a notice issued under this section, and subsections (2) and (3) apply, with necessary modifications, in all respects to the variation or revocation.

“FMA’s powers to prohibit distribution of investment statements, prohibit allotments, or cancel registration of prospectuses

“43F Prohibition of distribution of investment statement

- “(1) The FMA may, at any time, make an order prohibiting the distribution of an investment statement if the FMA is of the opinion that the investment statement—
- “(a) is likely to deceive, mislead, or confuse with regard to any particular that is material to the offer of securities to which it relates; or
 - “(b) is inconsistent with any registered prospectus referred to in it; or
 - “(c) does not comply with this Act or the regulations.
- “(2) If an order is made under subsection (1) in respect of an investment statement,—
- “(a) no allotment may be made of any securities subscribed for whether before or after the order is made (being securities to which the investment statement relates):
 - “(b) all subscriptions received for securities to which the investment statement relates, not being subscriptions for securities that were allotted before the order is made or subscriptions received after the order is revoked, must be immediately repaid to the subscribers.
- “(3) An allotment made in contravention of subsection (2)(a) is invalid and of no effect.

“43G FMA may prohibit allotment or cancel registration

- “(1) This section applies if, at any time, the FMA is of the opinion that—
- “(a) a registered prospectus does not comply with this Act or the regulations; or
 - “(b) a registered prospectus contains any material misdescription or error or any material matter that is not clearly legible; or
 - “(c) a registered prospectus is false or misleading as to a material particular or omits any material particular (whether or not it was so false or misleading, or the omission was material, at the time the prospectus was registered); or

- “(d) section 41 has not been complied with in respect of a registered prospectus; or
- “(e) a trust deed or deed of participation in respect of the securities offered in a registered prospectus—
 - “(i) does not comply with this Act or the regulations; or
 - “(ii) contains any material misdescription or error or any material matter that is not clearly legible.
- “(2) The FMA may exercise either or both of the following powers in respect of the registered prospectus if it considers that it is desirable in the public interest:
 - “(a) make an order prohibiting the allotment of securities under the registered prospectus for a period not exceeding 18 months:
 - “(b) cancel the registration of the registered prospectus (with effect from the time that the Registrar is notified of the cancellation).
- “(3) If an order is made under subsection (2)(a) in respect of a registered prospectus,—
 - “(a) during the period in which the order is in force, no allotment may be made of any securities subscribed for whether before or after the order is made (being securities to which the prospectus relates); and
 - “(b) all subscriptions received for securities to which the prospectus relates, not being subscriptions for securities that were allotted before the order is made or subscriptions received after the order ceases to be in force, must be immediately repaid to the subscribers.
- “(4) If the registration of a registered prospectus is cancelled,—
 - “(a) no allotment may be made of any securities subscribed for whether before or after the cancellation (being securities to which the prospectus relates); and
 - “(b) all subscriptions received for securities to which the prospectus relates, not being subscriptions for securities that were allotted before the cancellation, must be immediately repaid to the subscribers.
- “(5) An allotment made in contravention of subsection (3)(a) or (4)(a) is invalid and of no effect.

“43H Repayment of subscriptions

- “(1) If any subscriptions that are required under section 43F or 43G to be repaid to the subscribers entitled to those subscriptions are not repaid within 1 month after the relevant date, the issuer and all the directors of the issuer are jointly and severally liable to repay the subscriptions with interest at the prescribed rate from the date the subscriptions were received by or on behalf of the issuer.
- “(2) A director of an issuer is not liable to repay any subscriptions and interest on the subscriptions under subsection (1) if the director proves that the default in the repayment of the subscriptions was not due to any misconduct or negligence on his or her part.
- “(3) In this section, **relevant date** means,—
- “(a) in the case of subscriptions received before the order is made under section 43F or 43G or before the registration of the prospectus is cancelled, the date that the order is made or the registration is cancelled; or
- “(b) in any other case, the date that the subscriptions are received by or on behalf of the issuer.

“43I Order may be made on terms and conditions and may be varied or revoked

- “(1) The FMA may make an order under section 43F or 43G on the terms and conditions that the FMA thinks fit.
- “(2) The FMA may vary an order under section 43F or 43G in the same way as it may make the order.
- “(3) The FMA may, either of its own volition or on the application of the person concerned, revoke an order under section 43F or 43G, on the terms and conditions it thinks fit, if it is satisfied that it should not continue in force.
- “(4) No allotment may be made of a security—
- “(a) to which an investment statement relates in contravention of the terms or conditions of an order under section 43F or of the revocation of an order made under that section; or
- “(b) that is offered under a prospectus to which an order under section 43G has been made in contravention of

the terms or conditions of the order or of the revocation of the order.

“(5) If a person contravenes subsection (4), section 37(1B) and (4) to (7) apply (which provide that an allotment of a security in contravention of that subsection is invalid and of no effect).

“43J Notices and submissions concerning exercise of power under section 43F, 43G, or 43I(2) or (3)

“(1) The FMA may exercise a power under section 43F, 43G, or 43I(2) or (3) only if—

“(a) the FMA gives the issuer at least 5 working days’ written notice of the following matters before the FMA exercises the power:

“(i) that the FMA may make an order under section 43F or 43G, vary or revoke an order under section 43I(2) or (3), or cancel the registration of the prospectus under section 43G (as the case may be); and

“(ii) the reasons why it is considering exercising that power; and

“(b) the FMA gives the issuer or the issuer’s representative an opportunity to make written submissions and to be heard on the matter within that notice period.

“(2) If the FMA exercises a power under section 43F or 43G,—

“(a) it must, immediately after exercising the power, notify the issuer of—

“(i) the reasons for making the order or for the cancellation; and

“(ii) the terms and conditions of the order (if any); and

“(b) it must, immediately after exercising the power, give notice to the Registrar and on its Internet site of—

“(i) the reasons for making the order or for the cancellation; and

“(ii) the terms and conditions of the order (if any); and

“(iii) any other information the FMA thinks relevant in the circumstances; and

“(c) it may give public notice by any other means of the matters in paragraph (b); and

- “(d) it may notify any other person of the matters in paragraph (b).
- “(3) If the FMA varies or revokes an order under section 43I,—
 - “(a) it must, immediately after exercising the power, notify the Registrar and the issuer of—
 - “(i) the terms and conditions of the variation or revocation; and
 - “(ii) the reasons for the variation or revocation; and
 - “(iii) any other information the FMA thinks relevant in the circumstances; and
 - “(b) it may give notice on its Internet site or give public notice by any other means of those matters; and
 - “(c) it may notify any other person of those matters.

“43K FMA may make interim orders pending exercise of powers

- “(1) The FMA may make an interim order that prohibits the allotment of securities—
 - “(a) to which an investment statement relates while the interim order is in force if—
 - “(i) the FMA is considering, at any time, whether it may exercise a power under section 43F in respect of the investment statement; and
 - “(ii) the FMA considers that making an interim order is desirable in the public interest:
 - “(b) under a registered prospectus while the interim order is in force if—
 - “(i) the FMA is considering, at any time, whether it may exercise a power under section 43G in respect of the prospectus; and
 - “(ii) the FMA considers that making an interim order is desirable in the public interest.
- “(2) An interim order under subsection (1) is in force from the time at which it is made until the close of—
 - “(a) the date that is 15 working days after the day on which it is made; or
 - “(b) a later date specified by the FMA by notice to the issuer.
- “(3) For the purposes of subsection (2)(b),—

- “(a) the FMA may specify a later date if the FMA is of the opinion that it is not reasonably practicable for it to complete its consideration as referred to in subsection (1)(a)(i) or (b)(i) within the 15-working-day period referred to in subsection (2)(a):
 - “(b) the later date must be a date that is no more than 30 working days after the day on which the interim order is made.
- “(4) The FMA—
- “(a) may act under subsection (1) or (2)(b) without giving the issuer an opportunity to make submissions to, or be heard before, the FMA in respect of the matter; but
 - “(b) must, after acting under subsection (1) or (2)(b), give the issuer or the issuer’s representative an opportunity to make written submissions and to be heard on the matter.
- “(5) If an interim order is made in respect of an investment statement or a registered prospectus,—
- “(a) the FMA must immediately after making the order notify the issuer and the Registrar that the order has been made and the reasons for the order; and
 - “(b) during the period in which the order is in force, no allotment may be made of any securities subscribed for whether before or after the order is made (being securities to which the investment statement or prospectus relates); and
 - “(c) section 37(1B) and (4) to (7) apply (which provide that an allotment of a security in contravention of paragraph (b) is invalid and of no effect).
- “**43L FMA may revoke interim order**
- “(1) The FMA may revoke an interim order made under section 43K if it is satisfied that the order should not continue in force.
 - “(2) If an interim order is revoked, the FMA must immediately notify the issuer and the Registrar of the revocation.

“43M Nothing done or omitted to be done by Registrar or FMA guarantees or represents that prospectus complies with Act and regulations

- “(1) Nothing done or omitted to be done under this Act by the Registrar or the FMA guarantees or represents that—
- “(a) a prospectus—
 - “(i) complies with this Act and the regulations:
 - “(ii) does not contain any material misdescription or error or any material matter that is not clearly legible:
 - “(iii) is not false or misleading as to a material particular:
 - “(iv) does not omit any material particular; or
 - “(b) the FMA has considered a prospectus with a view to determining whether it—
 - “(i) complies with this Act and the regulations:
 - “(ii) contains any material misdescription or error or any material matter that is not clearly legible:
 - “(iii) is false or misleading as to a material particular:
 - “(iv) omits any material particular.
- “(2) This section does not limit section 22 of the Financial Markets Authority Act 2011 (which provides protection from liability for the FMA and its members and employees).”

22 New heading and sections 43N to 43S inserted

[Repealed]

Section 22: repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

23 Notices and submissions concerning delayed allotment orders

Section 44AB is amended by repealing subsection (1) and substituting the following subsection:

- “(1) The FMA may make a delayed allotment order only if—
- “(a) the FMA gives the issuer at least 3 working days’ written notice of the following matters before the FMA makes the delayed allotment order:
 - “(i) that the FMA is considering making a delayed allotment order; and

- “(ii) the paragraph of section 44A(1) that is alleged to apply to the issuer; and
- “(iii) the reasons why the FMA is considering making a delayed allotment order; and
- “(b) the FMA gives the issuer or the issuer’s representative an opportunity to make written submissions and to be heard on the matter within that notice period.”

24 Limited notice and submissions for urgent delayed allotment orders

Section 44AC is amended by repealing paragraph (a) and substituting the following paragraph:

- “(a) it may give less than 3 working days’ notice before it makes the order, and the notice and the submissions may be oral rather than written; but”.

25 Notices and submissions concerning prohibition orders

Section 44AF is amended by repealing subsection (1) and substituting the following subsection:

- “(1) The FMA may make a prohibition order only if—
 - “(a) the FMA gives the person concerned (**person A**) at least 10 working days’ written notice of the following matters before the FMA makes the prohibition order:
 - “(i) that the FMA is considering making a prohibition order; and
 - “(ii) the nature of person A’s failure to comply with his, her, or its disclosure obligations; and
 - “(iii) the reasons why the FMA is considering making the prohibition order; and
 - “(b) the FMA gives person A or person A’s representative an opportunity to make written submissions and to be heard on the matter within that notice period.”

26 Commission’s powers in respect of contributory mortgages

Section 44B is amended by repealing subsection (2) and substituting the following subsections:

- “(2) The FMA may, either on the receipt of that report or for any other reason, if it is satisfied that a contributory mortgage broker is contravening, or has contravened, any of the provisions of this Act or the regulations, and that it is desirable in the public interest to do so, exercise any 1 or more of the following powers:
- “(a) make an order prohibiting the contributory mortgage broker from offering interests in contributory mortgages to the public for subscription for a period not exceeding 10 working days; or
 - “(b) make an order prohibiting the contributory mortgage broker from offering interests in contributory mortgages to the public for subscription for the period that the FMA thinks fit; or
 - “(c) make an order that the contributory mortgage broker must promptly cease to act as contributory mortgage broker in respect of all or any contributory mortgages that have previously been allotted by him, her, or it, and make an order appointing another person to act as contributory mortgage broker in his, her, or its place with respect to those contributory mortgages; or
 - “(d) make an order removing any of the directors of any nominee company of the contributory mortgage broker and make an order appointing any person as a director in his or her place.
- “(2A) The FMA—
- “(a) may act under subsection (2)(a) without giving the contributory mortgage broker an opportunity to make submissions to, and be heard before, the FMA in respect of the matter; but
 - “(b) must, after acting under subsection (2)(a), give the contributory mortgage broker or the contributory mortgage broker’s representative an opportunity to make written submissions and to be heard on the matter.
- “(2B) The FMA may make an order under subsection (2)(b) to (d) only if—
- “(a) the FMA gives the relevant person or persons at least 5 working days’ written notice of the following matters before the FMA makes the order:

- “(i) that the FMA is considering making an order under subsection (2)(b), (c), or (d) (as the case may be); and
 - “(ii) the reasons why it is considering making the order; and
 - “(b) the FMA gives the relevant person or persons or a representative of the relevant person or persons an opportunity to make written submissions and to be heard on the matter within that notice period.
- “(2C) In subsection (2B), **relevant person or persons** means,—
- “(a) in the case of subsection (2)(b) or (c), the contributory mortgage broker:
 - “(b) in the case of subsection (2)(d), the contributory mortgage broker and every director of the broker’s nominee company.”

27 Sections 46 to 47A substituted

Sections 46 and 47 are repealed and the following sections substituted:

“46 Registration of trust deeds and deeds of participation

- “(1) The Registrar must promptly register every copy of a trust deed or deed of participation delivered to him or her for registration under this Act.
- “(2) However, the Registrar must refuse to register a copy of a trust deed or deed of participation if,—
 - “(a) in his or her opinion, it contains any material matter that is not clearly legible; or
 - “(b) the prescribed amount payable on registration is not paid.
- “(3) The Registrar must, on the registration of a copy of a trust deed or deed of participation under this section, give a certificate of that registration (and the certificate is conclusive evidence that the deed has been registered under this section).

“47 Amendment of registered deed

- “(1) If a trust deed or deed of participation that has been registered under this Act has been lawfully amended, the issuer must ensure that there is delivered to the Registrar, as soon as practic-

able after the amendment, a copy of the instrument by which the amendment to the deed was made.

- “(2) The Registrar must promptly register every copy of an instrument amending a deed that—
- “(a) is delivered to him or her for registration under this section; and
 - “(b) if the Registrar so requires, is accompanied by a copy of the deed as amended.
- “(3) However, the Registrar must refuse to register a copy of an instrument amending a deed if,—
- “(a) in his or her opinion, the deed as amended contains any material matter that is not clearly legible; or
 - “(b) the prescribed amount payable on registration is not paid.
- “(4) The Registrar must, on the registration of a copy of an instrument of amendment under this section, give a certificate of that registration (and the certificate is conclusive evidence that the instrument has been registered under this section).

“47A Registrar not required to consider certain matters

It is not the function of the Registrar, when acting under section 46 or 47, to consider whether a trust deed or deed of participation—

- “(a) complies with this Act or the regulations; or
- “(b) contains any misdescription or error.”

28 New sections 54C to 54F inserted

The following sections are inserted after section 54B:

“54C Documents, information, and other matters to be made publicly available

- “(1) Every issuer of securities offered to the public for subscription must, at the prescribed times or on the occurrence of the prescribed events and otherwise in the prescribed manner, make publicly available the documents, information, and other matters that are required to be made publicly available by the regulations.
- “(2) The documents, information, and other matters must, if required by the regulations, be presented, calculated, or prepared

in accordance with the frameworks or methodologies specified in a notice issued by the FMA under section 54D.

“54D FMA may specify frameworks or methodologies

- “(1) The FMA may issue a notice that specifies frameworks or methodologies relating to the manner in which documents, information, or other matters that are to be made publicly available under section 54C are to be presented, calculated, or prepared.
- “(2) A notice issued by the FMA—
- “(a) may specify different matters and requirements in respect of different kinds of securities or different classes of issuers:
 - “(b) must not specify matters and requirements that are inconsistent with regulations made under section 70(1)(cb).
- “(3) A notice issued by the FMA—
- “(a) is a regulation for the purposes of the Regulations (Disallowance) Act 1989 and must be presented to the House of Representatives under section 4 of that Act; but
 - “(b) is not a regulation for the purposes of the Acts and Regulations Publication Act 1989.
- “(4) A notice issued by the FMA must, as soon as practicable after it is issued, be—
- “(a) published on an Internet site maintained by or on behalf of the FMA; and
 - “(b) notified in the *Gazette*; and
 - “(c) made available in printed form for purchase on request by members of the public.
- “(5) A notification in the *Gazette* for the purpose of subsection (4)(b) does not have to include the text of the notice.

“54E Consultation

- “(1) The FMA must not issue a notice under section 54D unless the FMA has consulted the persons or representatives of the persons that the FMA considers will be substantially affected by the issue of the notice.

“(2) A failure to comply with subsection (1) does not affect the validity of the notice.

“54F FMA may vary or revoke notice

“(1) The FMA may vary or revoke a notice issued under section 54D.

“(2) Sections 54D(2) to (5) and 54E apply, with necessary modifications, in all respects to a variation or revocation under this section.”

29 Which persons are liable for misstatements

Section 56(3) is amended by repealing paragraphs (a) and (b) and substituting the following paragraphs:

“(a) the advertisement was distributed or the prospectus was registered, as the case may be, without his or her knowledge or consent, and on becoming aware of its distribution or registration he or she promptly gave notice to the trustee, statutory supervisor, unit trustee, or superannuation trustee (if any) and the FMA that it was distributed or registered without his or her knowledge or consent; or

“(b) after the distribution of the advertisement or the registration of the prospectus, as the case may be, and before the securities were subscribed for, he or she, on becoming aware of any untrue statement in the advertisement or the prospectus, withdrew his or her consent to the distribution or the registration and promptly gave notice to the trustee, statutory supervisor, unit trustee, or superannuation trustee (if any) and the FMA of the withdrawal and of the reason for the withdrawal; or”.

30 Which experts are liable for misstatements

Section 57(2) is amended by repealing paragraph (b) and substituting the following paragraph:

“(b) after distribution of the advertisement or registered prospectus and before the securities were subscribed for, he or she, on becoming aware of the untrue statement or omission, withdrew his or her consent in

writing and gave notice to the trustee, statutory supervisor, unit trustee, or superannuation trustee (if any) and the FMA of the withdrawal and of the reason for the withdrawal; or”.

31 Time limit for applying for civil remedies

- (1) Section 57E(1) is amended by omitting “2 years” and substituting “3 years”.
- (2) Nothing in subsection (1)—
- (a) enables an application for a pecuniary penalty order to be made that was barred before the commencement of this section; or
 - (b) affects any proceedings commenced before the commencement of this section.

32 Criminal liability for misstatement in advertisement or registered prospectus

Section 58(3) is amended by omitting “41(b)” and substituting “41(1)(b)”.

33 Section 59A substituted

Section 59A is repealed and the following section substituted:

“59A Criminal liability for delivering prospectus or amendment for registration that does not comply with various requirements

- “(1) The issuer of securities to which a prospectus relates commits an offence if, when the prospectus is delivered to the Registrar for registration under this Act,—
- “(a) any of sections 39(1), 40, or 41(1) are not complied with in respect of the prospectus; and
 - “(b) the issuer knows, or ought reasonably to know, that any of sections 39(1), 40, or 41(1) have not been complied with in respect of the prospectus.
- “(2) The issuer of securities to which a registered prospectus relates commits an offence if—
- “(a) an instrument to amend the prospectus is delivered to the Registrar for registration under this Act that would

result, if the amendment were made, in the prospectus failing to comply with section 39(1) or 40; and

“(b) when the instrument is delivered for registration under this Act, the issuer knows, or ought reasonably to know, that if the amendment in the instrument were made it would result in the prospectus failing to comply with section 39(1) or 40.

“(3) An issuer that commits an offence under subsection (1) or (2) is liable, on summary conviction, to a fine not exceeding \$30,000.

“(4) This section applies in respect of prospectuses and instruments of amendment delivered to the Registrar for registration under this Act on or after the commencement of this section.”

34 Other offences

(1) Section 60(1)(c) is repealed.

(2) Section 60(1)(d) is amended by inserting “43B(1),” after “35,”.

(3) Section 60(2) is amended by—

(a) inserting “43D(1),” after “37(4),”; and

(b) omitting “54A, and 54B” and substituting “and 54A to 54C”.

35 When Court may make management banning orders

(1) Section 60A(1)(a) is amended by omitting “any of sections 58, 59, or 59A” and substituting “section 58 or 59”.

(2) Section 60A(1) is amended by inserting the following paragraph after paragraph (a):

“(ab) A has been convicted of an offence against section 51 or 61 of the Financial Markets Authority Act 2011; or”.

36 Persons automatically banned from management

(1) Section 60E is amended by repealing subsection (1) and substituting the following subsection:

“(1) This section applies to a person if—

“(a) the person has been convicted of an offence against section 58 of this Act or section 51 or 61 of the Financial Markets Authority Act 2011; or

- “(b) a pecuniary penalty order has been made against the person under this Act.”
- (2) Section 60E is amended by inserting the following subsection after subsection (2):
 - “(2A) The Court may give leave for the purposes of subsection (2)—
 - “(a) at the time of conviction or making of the order, or at any other time on the application of the relevant person:
 - “(b) in respect of a particular incorporated or unincorporated body, a class of incorporated or unincorporated bodies, or incorporated or unincorporated bodies generally.”

37 When Court may prohibit payment or transfer of money, securities, or other property

- (1) Section 60G is amended by repealing subsection (1) and substituting the following subsection:
 - “(1) This section applies if—
 - “(a) an investigation is being carried out under the Financial Markets Authority Act 2011 in relation to an act or omission by a person that—
 - “(i) constitutes or may constitute a contravention of this Act; or
 - “(ii) constitutes or may constitute a contravention of any other financial markets legislation in connection with an offer of securities to the public or securities offered to the public; or
 - “(iii) may result in a prosecution or civil proceedings of the kind referred to in any of paragraphs (b) to (d) being begun against the person; or
 - “(b) a prosecution has begun against a person for a contravention of—
 - “(i) this Act; or
 - “(ii) any other financial markets legislation in connection with an offer of securities to the public or securities offered to the public; or
 - “(c) civil proceedings have begun against a person under, or in respect of,—
 - “(i) this Act; or

- “(ii) any other financial markets legislation in connection with an offer of securities to the public or securities offered to the public; or
 - “(d) civil proceedings have begun against a person, being proceedings that, in connection with an offer of securities to the public or securities offered to the public, seek damages or other relief for fraud, negligence, default, breach of duty, or other misconduct.”
- (2) Section 60G(3) is amended by inserting the following definitions in their appropriate alphabetical order:
- “**civil proceedings** means proceedings in a court (other than criminal proceedings)
 - “**financial markets legislation** has the same meaning as in section 4 of the Financial Markets Authority Act 2011”.
- (3) Section 60G(1) of the principal Act (as substituted by this section) applies in respect of—
- (a) a contravention, fraud, negligence, default, breach of duty, or other misconduct regardless of whether it was committed before or after the commencement of this section; and
 - (b) a prosecution or proceeding regardless of whether it begins before or after the commencement of this section.

38 What orders may be made

- (1) Section 60H(1) is amended by inserting the following paragraph after paragraph (g):
- “(ga) an order—
 - “(i) removing a person from being a manager of a scheme to which the investigation, prosecution, or proceedings referred to in section 60G(1) relates; and
 - “(ii) appointing another person as the manager of the scheme (with any powers that the court orders):”.
- (2) Section 60H(1)(ga) of the principal Act (as inserted by this section) applies in respect of—
- (a) a contravention, fraud, negligence, default, breach of duty, or other misconduct regardless of whether it was

committed before or after the commencement of this section; and

- (b) a prosecution or proceeding regardless of whether it begins before or after the commencement of this section.

39 New sections 65G and 65H inserted

The following sections are inserted after section 65F:

“65G Appeals against decisions of FMA on questions of law only

A person that considers that a decision of the FMA under any of the following provisions is wrong in law may appeal against the decision to the High Court on a question of law only:

- “(a) section 38B (which relates to the prohibition of advertisements):
- “(b) section 43F (which relates to the prohibition of the distribution of investment statements):
- “(c) section 43G (which relates to orders to prohibit allotments or the cancellation of the registration of prospectuses):
- “(d) section 44A (which relates to delayed allotment orders):
- “(e) section 44AE (which relates to prohibition orders):
- “(f) section 44B (which relates to the FMA’s powers in respect of contributory mortgages).

“65H Power of Registrar to delegate

- “(1) The Registrar may delegate to any person, either generally or particularly, any of the Registrar’s functions, duties, and powers under this Act except the power of delegation.
- “(2) A delegation—
 - “(a) must be in writing; and
 - “(b) may be made subject to any restrictions and conditions the Registrar thinks fit; and
 - “(c) is revocable at any time, in writing; and
 - “(d) does not prevent the performance or exercise of a function, duty, or power by the Registrar.
- “(3) A person to whom any functions, duties, or powers are delegated may perform and exercise them in the same manner and with the same effect as if they had been conferred directly by this Act and not by delegation.

“(4) A person who appears to act under a delegation is presumed to be acting in accordance with its terms in the absence of evidence to the contrary.”

40 Section 66 repealed

[Repealed]

Section 40: repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

41 Part 3 repealed

Part 3 is repealed.

42 Heading to Part 4 amended

The heading to Part 4 is amended by adding “**and exemptions**”.

43 Regulations and Orders in Council

(1) Section 70(1) is amended by inserting the following paragraph after paragraph (ca):

“(cb) prescribing, in respect of securities offered to the public, the documents, information, and other matters that must be made publicly available under section 54C, the times or events referred to in that section, and the manner of making the documents, information, and other matters publicly available (including prescribing the manner in which the documents, information, or matters are to be presented, calculated, or prepared); and different matters and requirements may be prescribed in respect of different kinds of securities or different classes of issuers or offerees:”.

(2) *[Repealed]*

Section 43(2): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

44 New section 70AAA inserted

The following section is inserted after section 70:

“70AAA Regulations relating to exemptions under section 5(1)

- “(1) The Governor-General may, by Order in Council, on the recommendation of the Minister in accordance with subsection (2), make regulations—
- “(a) prescribing circumstances in which any exemption under section 5(1) does not apply:
 - “(b) prescribing additional requirements that must be satisfied before any exemption under section 5(1) may apply:
 - “(c) prescribing transitional and savings provisions in connection with any regulations made under paragraph (a) or (b).
- “(2) The Minister must, before making a recommendation under subsection (1),—
- “(a) consult with the FMA; and
 - “(b) be satisfied that the regulations are needed in order to prevent an exemption in section 5(1) from applying in inappropriate circumstances, having regard to whether the exemption may, in relation to securities of a particular kind, cause significant detriment to subscribers for those securities who are members of the public in New Zealand.”

45 Fees and charges

- (1) Section 70A(1)(b) is amended by omitting “a memorandum of amendments to” and substituting “an instrument that amends”.
- (2) Section 70A(1) is amended by adding “; and” and also by adding the following paragraphs:
- “(c) prescribing the amount to be paid on the registration of any other information or document under this Act and different amounts may be prescribed in respect of different amounts of securities being offered, different kinds of securities, or different classes of issuers or offerees:
 - “(d) requiring the Registrar to provide to the FMA a portion of any amounts paid on the registration of a prospectus, trust deed, deed of participation, or an instrument that amends any of those kinds of documents.”
- (3) Section 70A is amended by inserting the following subsection after subsection (1):

“(1A) Regulations made under subsection (1) may prescribe amounts to be paid on the registration of a prospectus, trust deed, deed of participation, or an instrument that amends any of those kinds of documents on the basis that those amounts recover (in whole or in part) the costs of the FMA in performing or exercising functions, powers, or duties under sections 43C to 43L (in addition to recovering (in whole or in part) the costs of the Registrar in performing or exercising functions, powers, or duties in connection with the registration of those documents).”

46 New sections 70B to 70D inserted

The following sections are inserted after section 70A:

“70B FMA may grant exemptions

- “(1) The FMA may, on the terms and conditions (if any) that it thinks fit, exempt any person or class of persons or any transaction or class of transactions from compliance with any provision or provisions of—
- “(a) Part 2; or
 - “(b) any regulations made under section 70(1).
- “(2) The FMA must not grant an exemption under this section unless it is satisfied that—
- “(a) the exemption would not cause significant detriment to subscribers for the securities to which the exemption relates who are members of the public in New Zealand; and
 - “(b) the extent of the exemption is not broader than is reasonably necessary to address the matters that gave rise to the exemption.
- “(3) Nothing in Part 5 limits subsection (1).

“70C Status and publication of exemptions

- “(1) An exemption granted under section 70B—
- “(a) is a regulation for the purposes of the Regulations (Disallowance) Act 1989; and
 - “(b) must be presented to the House of Representatives under section 4 of that Act.

- “(2) A class exemption (but not any other exemption granted under section 70B) is a regulation for the purposes of the Acts and Regulations Publication Act 1989.
- “(3) An exemption granted under section 70B that is not a class exemption must, as soon as practicable after it is granted, be—
- “(a) published on an Internet site maintained by or on behalf of the FMA; and
 - “(b) notified in the *Gazette*; and
 - “(c) made available in printed form for purchase on request by members of the public.
- “(4) A notification in the *Gazette* for the purpose of subsection (3)(b) does not have to include the text of the exemption.
- “(5) The FMA’s reasons for granting an exemption under section 70B (including why the exemption is appropriate) must be published together with the exemption.
- “(6) In this section, **class exemption**—
- “(a) means an exemption granted under section 70B that is of general application and that applies to a class of persons or a class of transactions; but
 - “(b) does not include an exemption granted under section 70B in relation to—
 - “(i) a particular person or transaction; or
 - “(ii) persons associated with, or transactions involving, a particular entity.

“70D Variation or revocation of exemptions

- “(1) The FMA may vary or revoke an exemption granted under section 70B.
- “(2) Sections 70B(2) and 70C apply, with necessary modifications, in all respects to a variation or revocation under this section.”

47 Matters that must be stated in regulations implementing application regime

Section 79(1) is amended by repealing paragraph (d) and substituting the following paragraph:

- “(d) whether or not, or the extent to which, exemptions from those provisions granted by the FMA under section 70B may also apply for those securities; and”.

48 Schedule 1 repealed
Schedule 1 is repealed.

Transitional provisions

49 Registration of prospectus continues

- (1) If a prospectus was registered under the principal Act before the commencement of this subsection (or is registered in accordance with section 53),—
- (a) the prospectus must continue to be treated as being a registered prospectus under the principal Act; and
 - (b) the principal Act (as amended by this Act) continues to apply to the prospectus as if it had been registered under section 42 of the principal Act (as substituted by this Act); and
 - (c) every memorandum of amendments to the prospectus registered under the principal Act before the commencement of this subsection (or in accordance with section 53) must continue to be treated as registered.
- (2) However,—
- (a) subsection (1) does not apply if, before the commencement of this subsection, the registration of the prospectus has been cancelled; and
 - (b) sections 43B to 43E of the principal Act (as substituted by this Act) do not apply to a prospectus referred to in subsection (1) (except as referred to in paragraph (c)); and
 - (c) sections 43B and 43C of the principal Act (as substituted by this Act) apply to an instrument to amend a prospectus referred to in subsection (1) only if the instrument is registered after the commencement of this subsection.
- (3) *[Repealed]*
- (4) *[Repealed]*
- (5) *[Repealed]*
- (6) *[Repealed]*

Section 49(3): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

Section 49(4): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

Section 49(5): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

Section 49(6): repealed, on 14 September 2013, by section 4(2) of the Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70).

50 Regulations for purposes of section 49

- (1) The Governor-General may, by Order in Council, on the recommendation of the Minister in accordance with subsection (2), make regulations prescribing—
 - (a) information and documents for the purposes of section 49(3); and
 - (b) the manner of supplying that information and those documents to the Registrar; and
 - (c) information and documents for the purposes of section 49(4)(b).
- (2) The Minister must consult with the FMA before making a recommendation under subsection (1).
- (3) Different matters may be prescribed under subsection (1) in respect of different kinds of securities or different classes of issuers.

51 FMA may perform functions formerly performed by Registrar of Companies in relation to registration of prospectuses

For the purpose of effectively managing the transition relating to the amendments in sections 20 and 21 of this Act (which include changes to the process for registering prospectuses), the FMA may, in the manner that it thinks fit and on a temporary basis, perform the same, or substantially similar, functions as the Registrar of Companies performed, before the commencement of this section, in relation to the registration of prospectuses under the principal Act (whether those functions were performed on a formal or an informal basis).

52 Registration of deeds continues

If a trust deed or deed of participation was registered under the principal Act before the commencement of this section (or is registered in accordance with section 53),—

- (a) the deed must continue to be treated as being a deed that is registered under the principal Act; and
- (b) the principal Act (as amended by this Act) continues to apply to the deed as if it had been registered under section 46 of the principal Act (as substituted by this Act); and
- (c) every instrument of amendments to the deed registered under the principal Act before the commencement of this section (or in accordance with section 53) must continue to be treated as registered.

53 Prospectuses, amendments, and deeds delivered but not yet registered must be dealt with under old law

(1) If, before the commencement of this section,—

- (a) a prospectus is delivered for registration under the principal Act but the Registrar has not yet decided whether or not to register it, the prospectus must be dealt with in accordance with section 42 of the principal Act as in force before the commencement of section 21;
- (b) a memorandum of amendments is delivered for registration under section 43 of the principal Act but the Registrar has not yet decided whether or not to register it, the memorandum must be dealt with in accordance with section 43 of the principal Act as in force before the commencement of section 21;
- (c) a copy of a trust deed or deed of participation is delivered for registration under section 46 of the principal Act but the Registrar has not yet decided whether or not to register it, the deed must be dealt with in accordance with section 46 of the principal Act as in force before the commencement of section 27;
- (d) an instrument of amendments is delivered for registration under section 47 of the principal Act but the Registrar has not yet decided whether or not to register it, the instrument must be dealt with in accordance with sec-

tion 47 of the principal Act as in force before the commencement of section 27.

- (2) In subsection (1), **Registrar** has the same meaning as in section 2(1) of the principal Act (as in force before the commencement of section 5(2)).

54 Exemptions continue in force

- (1) This section applies to every exemption granted under section 5(5) of the principal Act that is in force immediately before the commencement of this section.
- (2) The exemption—
- (a) continues in force as if it were granted under section 70B of the principal Act (as inserted by this Act); and
 - (b) may be amended or revoked as if granted under that section.
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Reprints notes

1 *General*

This is a reprint of the Securities Amendment Act 2011 that incorporates all the amendments to that Act as at the date of the last amendment to it.

2 *Legal status*

Reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by any amendments to that enactment. Section 18 of the Legislation Act 2012 provides that this reprint, published in electronic form, has the status of an official version under section 17 of that Act. A printed version of the reprint produced directly from this official electronic version also has official status.

3 *Editorial and format changes*

Editorial and format changes to reprints are made using the powers under sections 24 to 26 of the Legislation Act 2012. See also <http://www.pco.parliament.govt.nz/editorial-conventions/>.

4 *Amendments incorporated in this reprint*

Financial Markets (Repeals and Amendments) Act 2013 (2013 No 70): section 4(1)(a), (2)
