

**Reprint  
as at 1 April 2011**



**Securities Act (ACE Insurance  
Limited) Exemption Notice 2010**

(SR 2010/218)

Securities Act (ACE Insurance Limited) Exemption Notice 2010: expired, on  
1 April 2011, by clause 3.

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).

**Contents**

		Page
1	Title	2
2	Commencement	2
3	Expiry	2
4	Interpretation	2
5	Exemption from sections 37, 37A, and 38A of Act and Regulations (except regulation 23)	3
6	Conditions of exemptions in clause 5	3

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**Notice**

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**Note**

Changes authorised by section 17C of the Acts and Regulations Publication Act 1989  
have been made in this reprint.

A general outline of these changes is set out in the notes at the end of this reprint, together  
with other explanatory material about this reprint.

**This notice is administered by the Securities Commission.**

**1 Title**

This notice is the Securities Act (ACE Insurance Limited) Exemption Notice 2010.

**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 March 2011.

**4 Interpretation**

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

**ACE** means ACE Insurance Limited

**Act** means the Securities Act 1978

**arrangement** means a Court-approved arrangement under Part 15 of the Companies Act 1993 under which the specified securities are transferred from Combined to ACE

**arrangement information** means the bundle of documents sent to the policyholders in relation to the arrangement, and includes—

- (a) a covering letter from Combined; and
- (b) an explanatory statement that explains the arrangement; and
- (c) a summary of reports by actuaries engaged by Combined and ACE for the purposes of the arrangement

**Combined** means Combined Insurance Company of America, a company incorporated in the United States of America

**policyholder** means a holder of specified securities

**Regulations** means the Securities Regulations 2009

**specified securities** means the life insurance policies issued or entered into by the New Zealand branch of Combined that are transferred from Combined to ACE under the arrangement.

(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 sections 37, 37A, and 38A of Act and Regulations (except regulation 23)**

ACE and every person acting on its behalf are exempted from sections 37, 37A, and 38A of the Act and the Regulations (except regulation 23) in respect of the specified securities.

**6 Conditions of exemptions in clause 5**

The exemptions in clause 5 are subject to the conditions that—

- (a) the allotment of the specified securities occurs as a result of those securities being transferred under the arrangement; and
- (b) Combined complies with all terms and conditions the Court may make when it approves the arrangement; and
- (c) the arrangement information includes statements to the following effect:
  - (i) the terms and conditions of the specified securities remain the same except that when the arrangement is approved by the Court, the issuer of the specified securities will change to ACE; and
  - (ii) a copy of ACE's most recent financial statements are registered with the Companies Office and are available on request; and
- (d) the arrangement information includes a summary by an independent qualified actuary of his or her report and opinion on whether the rights and interests of policyholders will be adversely affected in any material manner as a result of the arrangement.

Dated at Wellington this 27th day of July 2010.

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

[Seal]

David Mayhew,  
Member.

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### 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 March 2011, applies to life insurance policies (the **securities**) issued or entered into by the New Zealand branch of Combined Insurance Company of America (**Combined**) that are to be transferred to ACE Insurance Limited (**ACE**) under a Court-approved arrangement under Part 15 of the Companies Act 1993.

ACE is exempted, subject to conditions, from sections 37, 37A, and 38A of the Securities Act 1978 and the Securities Regulations 2009 (except regulation 23) in respect of the securities.

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

- the transaction is being effected under Part 15 of the Companies Act 1993, which requires the prior approval of the High Court. The transaction will not affect the terms and conditions of the securities other than to replace Combined, as issuer, with ACE;
- the securities consist of historic policies issued that are no longer on offer and in respect of which policyholders would already hold information regarding the terms and conditions of the securities. The conditions require that policyholders are informed that the terms and conditions of the securities remain unchanged except in relation to the issuer;
- the conditions ensure that policyholders have access to a copy of ACE's latest financial statements. The conditions also ensure that policyholders are provided with a summary by an independent actuary of his or her report and opinion on whether the rights and interests of policyholders will be adversely affected in any material manner as a result of the transaction:

- identifying and redisclosing terms of the securities in the form of a current prospectus and investment statement is unlikely to be cost effective in the circumstances of this transaction.

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Issued under the authority of the Acts and Regulations Publication Act 1989.  
Date of notification in *Gazette*: 29 July 2010.

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**Contents**

- 1 General
  - 2 Status of reprints
  - 3 How reprints are prepared
  - 4 Changes made under section 17C of the Acts and Regulations Publication Act 1989
  - 5 List of amendments incorporated in this reprint (most recent first)
- 

**Notes****1 General**

This is a reprint of the Securities Act (ACE Insurance Limited) Exemption Notice 2010. The reprint incorporates all the amendments to the notice as at 1 April 2011, as specified in the list of amendments at the end of these notes.

Relevant provisions of any amending enactments that contain transitional, savings, or application provisions that cannot be compiled in the reprint are also included, after the principal enactment, in chronological order. For more information, see <http://www.pco.parliament.govt.nz/reprints/>.

**2 Status of reprints**

Under section 16D of the Acts and Regulations Publication Act 1989, reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by the amendments to that enactment. This presumption applies even though editorial changes authorised by section 17C of the Acts and Regulations Publication Act 1989 have been made in the reprint.

This presumption may be rebutted by producing the official volumes of statutes or statutory regulations in which the principal enactment and its amendments are contained.

**3 How reprints are prepared**

A number of editorial conventions are followed in the preparation of reprints. For example, the enacting words are not included in Acts, and provisions that are repealed or revoked

are omitted. For a detailed list of the editorial conventions, see <http://www.pco.parliament.govt.nz/editorial-conventions/> or Part 8 of the *Tables of New Zealand Acts and Ordinances and Statutory Regulations and Deemed Regulations in Force*.

#### **4 Changes made under section 17C of the Acts and Regulations Publication Act 1989**

Section 17C of the Acts and Regulations Publication Act 1989 authorises the making of editorial changes in a reprint as set out in sections 17D and 17E of that Act so that, to the extent permitted, the format and style of the reprinted enactment is consistent with current legislative drafting practice. Changes that would alter the effect of the legislation are not permitted. A new format of legislation was introduced on 1 January 2000. Changes to legislative drafting style have also been made since 1997, and are ongoing. To the extent permitted by section 17C of the Acts and Regulations Publication Act 1989, all legislation reprinted after 1 January 2000 is in the new format for legislation and reflects current drafting practice at the time of the reprint.

In outline, the editorial changes made in reprints under the authority of section 17C of the Acts and Regulations Publication Act 1989 are set out below, and they have been applied, where relevant, in the preparation of this reprint:

- omission of unnecessary referential words (such as “of this section” and “of this Act”)
- typeface and type size (Times Roman, generally in 11.5 point)
- layout of provisions, including:
  - indentation
  - position of section headings (eg, the number and heading now appear above the section)
- format of definitions (eg, the defined term now appears in bold type, without quotation marks)
- format of dates (eg, a date formerly expressed as “the 1st day of January 1999” is now expressed as “1 January 1999”)

- position of the date of assent (it now appears on the front page of each Act)
- punctuation (eg, colons are not used after definitions)
- Parts numbered with roman numerals are replaced with arabic numerals, and all cross-references are changed accordingly
- case and appearance of letters and words, including:
  - format of headings (eg, headings where each word formerly appeared with an initial capital letter followed by small capital letters are amended so that the heading appears in bold, with only the first word (and any proper nouns) appearing with an initial capital letter)
  - small capital letters in section and subsection references are now capital letters
- schedules are renumbered (eg, Schedule 1 replaces First Schedule), and all cross-references are changed accordingly
- running heads (the information that appears at the top of each page)
- format of two-column schedules of consequential amendments, and schedules of repeals (eg, they are rearranged into alphabetical order, rather than chronological).

## **5 *List of amendments incorporated in this reprint (most recent first)***

Securities Act (ACE Insurance Limited) Exemption Notice 2010  
(SR 2010/218): clause 3

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