



Australian Market Licence (Sydney Stock Exchange Limited) Variation Notice 2017 (No. 1)

Corporations Act 2001

I, Greg Yanco, Senior Executive Leader, Australian Securities and Investments Commission, make this notice under section 796A of the *Corporations Act 2001* (the Act).

Dated 23/3/17

Signed 

as a delegate of the Minister under s1101J of the Act

1. Notice

This notice is the *Australian Market Licence (Sydney Stock Exchange Limited) Variation Notice 2017 (No.1)*.

2. Commencement

This notice commences on 23 March 2017.

3. Variation

The *Australian Market Licence (Australia Pacific Exchange Limited) 2004* (as varied by *Australian Market Licence (Australia Pacific Exchange Limited) Variation Notice 2009 (No. 1)*, *Australian Market Licence (Asia Pacific Exchange Limited) Variation Notice 2010 (No. 1)*, *Australian Market Licence (Asia Pacific Exchange Limited) Variation Notice 2013 (No. 1)*, *Australian Market Licence (Asia Pacific Exchange Limited) Variation Notice 2014 (No. 1)*, and *Australian Market Licence (Asia Pacific Stock Exchange Limited) Variation Notice 2016 (No. 1)*) is varied as described in the Schedule.

Schedule

Variation

[1] Section 3

Insert two new definitions after "Act"

AIMS Financial Group entity means a related entity of Great World Financial Group Pty Ltd ACN 137 063 113.

associate has the meaning given by section 9 of the Act.

[2] Section 3

Insert a new definition after "licensed CS facility"

listing rules has the meaning given by s761A of the Act.

[3] Sections 15 –18

15. By 15 May 2017 Sydney Stock Exchange must operate with a majority of directors, including the Chairperson, that are not associates of:
 - a. any person or body corporate that holds or has a beneficial interest in more than 15% of the voting shares in Sydney Stock Exchange, or
 - b. any AIMS Financial Group entity.
16. For the 12 month period commencing on the date this condition takes effect, and for each subsequent period of 12 months, Sydney Stock Exchange must:
 - a. request ASIC to consent to the appointment of an independent person to review and report in writing on:
 - i. whether, during the 12 month period, the internal policies of Sydney Stock Exchange are appropriate to ensure compliance with the statutory obligations of the holder of an Australian market licence and whether the policies were effectively implemented during the period; and
 - ii. whether the listing rules and policies and procedures associated with admission to the Sydney Stock Exchange official list have been effectively implemented;
 - b. provide ASIC with information about the skills and experience of the person and about anything that may affect the person's ability to exercise objective and impartial judgment about matters related to Sydney Stock Exchange, with the request for consent to the appointment, and use its best endeavours to address ASIC's concerns (if any) about the independence of the proposed appointee;
 - c. if ASIC consents to the appointment of the person, appoint the person to provide the report described in paragraph 16a to ASIC by no later than 1 month after the end of the 12 month period to which the report relates;
 - d. give ASIC a written report of the review conducted under paragraph 16 a. above within 3 months of the end of the 12 month period to which the report relates.
17. Sydney Stock Exchange must maintain an Admissions Committee constituted by a majority of members that have a minimum of 5 years of experience in a senior role in financial markets or related industries, with specific relevant experience of Australian equities market regulation and who are not:
 - a. persons or body corporates that hold or have a beneficial interest in more than 15% of the voting shares of Sydney Stock Exchange or of any AIMS Financial Group entity; or

- b. employees of any AIMS Financial Group entity; or
- c. any associate of the persons or body corporates mentioned in subparagraphs 17(a) or (b) above.

18. Sydney Stock Exchange must restrict attendance at Admissions Committee meetings to:

- a. members of the Admissions Committee;
- b. employees of, or consultants engaged by, an AIMS Financial Group entity that provide the human resources Sydney Stock Exchange requires to operate the market properly;
- c. the Chairperson of Sydney Stock Exchange.

