

## MARKETABLE SECURITIES TRANSFER

### No. 24 of 1967

#### An Ordinance relating to the Transfer of Marketable Securities.

Short title.

1. This Ordinance may be cited as the *Marketable Securities Transfer Ordinance 1967*.\*

Commence-  
ment.

2. This Ordinance shall come into operation on the first day of July, One thousand nine hundred and sixty-seven.

Interpretation.

3.—(1.) In this Ordinance, unless the contrary intention appears—

“broker” means a member of a Stock Exchange specified in the First Schedule to this Ordinance;

“debenture” includes debenture stock, bond, note and any other security of a company or declared corporation, whether it constitutes a charge on assets of the company or declared corporation or not;

“marketable security” means a share in the capital of, or a debenture of, a company or declared corporation;

“declared corporation” means a body corporate that is for the time being declared under section 4 of this Ordinance to be a declared corporation for the purposes of this Ordinance;

“prescribed instrument” means an instrument of transfer or of renunciation and transfer referred to in section 5 of this Ordinance;

“right in respect of a marketable security” means a right, whether existing or future, and whether contingent or not, of a person to have issued to him a marketable security, whether on payment of money or other consideration or not;

“transferee”, in relation to a prescribed instrument renouncing and transferring rights in respect of marketable securities, means the person in whose favour the rights are renounced and transferred;

“transferor”, in relation to a prescribed instrument renouncing and transferring rights in respect of marketable securities, means the person by whom the rights are renounced and transferred.

(2.) Subject to the last preceding sub-section and unless the contrary intention appears, words used in this Ordinance that are defined by section 5 of the *Companies Ordinance 1962-1966* have the same respective meanings in this Ordinance.

(3.) A reference in this Ordinance to a form by number shall be read as a reference to the form so numbered in the Second Schedule to this Ordinance.

Declared  
corporations.

4. The Attorney-General may, by notice published in the *Gazette*, declare a body corporate to be a declared corporation for the purposes of this Ordinance.

\* Made and notified in the *Commonwealth Gazette* on 30 June 1967.

5.—(1.) This section has effect subject to section 8 of this Ordinance.

Instruments  
of transfer.

(2.) A duly completed instrument in accordance with or to the effect of Form 1 is, or duly completed instruments in accordance with or to the effect of Form 2 and Part 1 of Form 1 are together—

- (a) in respect of fully paid marketable securities to which section 95 of the *Companies Ordinance* 1962-1966 applies—a proper instrument of transfer of those securities for the purposes of that section; or
- (b) in respect of other fully paid marketable securities—an instrument which may be used as an instrument of transfer of those securities for the purposes of any law or instrument governing or relating to those securities.

(3.) Duly completed instruments in accordance with or to the effect of Form 1 and Form 3, or Form 2 and Part 1 of Form 1 and Form 3, are together—

- (a) in respect of marketable securities with an uncalled liability to which section 95 of the *Companies Ordinance* 1962-1966 applies—a proper instrument of transfer of those securities for the purposes of that section; or
- (b) in respect of other marketable securities with an uncalled liability—an instrument which may be used as an instrument of transfer of those securities for the purposes of any law or instrument governing or relating to those securities.

(4.) A duly completed instrument in accordance with or to the effect of Form 4 is, or duly completed instruments in accordance with or to the effect of Form 5 and Part 1 of Form 4 are together, in respect of rights in respect of marketable securities being securities the whole of the moneys to be subscribed for which is payable in full on application, an instrument which may be used as an instrument of renunciation and transfer in favour of the transferee of those rights for the purposes of any law or instrument governing or relating to those rights or securities.

(5.) Duly completed instruments in accordance with or to the effect of Form 4 and Form 6, or Form 5 and Part 1 of Form 4 and Form 6, are together, in respect of rights in respect of marketable securities for which the whole of the moneys to be subscribed is not payable in full on application, an instrument which may be used as an instrument of renunciation and transfer in favour of the transferee of those rights, for the purposes of any law or instrument governing or relating to those rights or securities.

6. It is not necessary to state in a prescribed instrument the occupations of the transferor or the transferee or to have the signature of the transferor or transferee witnessed.

Prescribed  
instruments  
need not  
state  
occupations of  
parties or  
have  
signatures  
witnessed.

7.—(1.) A prescribed instrument of a kind referred to in sub-section (2.) or sub-section (4.) of section 5 of this Ordinance shall be deemed to have been duly executed by the transferee—

Execution by  
transferee of  
prescribed  
instrument, &c.

- (a) if it states the full name and address of the transferee; and

- (b) if it bears the impression of a stamp purporting to be the stamp of the broker or firm of brokers acting on behalf of the transferee.

(2.) Upon the affixing to a prescribed instrument of a kind referred to in sub-section (2.) or sub-section (4.) of section 5 of this Ordinance of the impression of the stamp referred to in sub-section (1.) of this section, the transferee shall be deemed—

- (a) in the case of a transfer of marketable securities—to have agreed to accept the securities subject to the terms and conditions on which the transferor held them at the time of their sale by the transferor to the transferee; or
- (b) in the case of a renunciation and transfer of rights in respect of marketable securities—to have made application to the company or declared corporation for the allotment to him of the marketable securities to which the rights relate subject to the terms and conditions upon which the securities were offered by the company or declared corporation for subscription,

and, if the marketable securities are shares in the capital of the company or declared corporation, to have agreed to become a member of the company or declared corporation and, on becoming the registered holder of those shares, to be bound by the memorandum and articles or the constitution of the company or declared corporation.

(3.) A prescribed instrument of a kind referred to in sub-section (3.) or sub-section (5.) of section 5 of this Ordinance shall be deemed to have been duly executed by the transferee—

- (a) if it states the full name and address of the transferee;
- (b) if it bears an impression of a stamp purporting to be the stamp of the broker or firm of brokers acting on behalf of the transferee; and
- (c) if it bears the signature of the transferee.

(4.) This section does not prevent or affect the use of any other form of transfer of marketable securities or of renunciation and transfer of rights in respect of marketable securities.

Effect of  
transferor's  
broker's stamp.

8.—(1.) Section 5 of this Ordinance does not apply to a prescribed instrument unless it bears an impression of a stamp purporting to be the stamp of the broker or firm of brokers acting on behalf of the transferor.

(2.) Where a prescribed instrument bears the impression of a stamp referred to in sub-section (1.) of this section—

- (a) the broker acting on behalf of the transferor shall be deemed, or each member of the firm of brokers acting on behalf of the transferor shall be deemed jointly and severally—
  - (i) to have warranted the accuracy of the statements in the certificate of the transferor's broker set out in the prescribed instrument; and

- (ii) to have warranted that the transferor is the registered holder, or is entitled to be registered as the holder, of the marketable securities or rights in respect of marketable securities the subject of the prescribed instrument and is lawfully entitled to sell or dispose of those marketable securities or rights; and
- (b) the broker acting on behalf of the transferor is, or the members of the firm of brokers acting on behalf of the transferor are jointly and severally, liable, by force of this Ordinance, to indemnify—
  - (i) the company or declared corporation that has issued or proposed to issue the marketable securities;
  - (ii) the transferee; and
  - (iii) the broker or firm of brokers acting on behalf of the transferee,

against any loss or damage arising from any forged or unauthorized signature of the transferor appearing in the instrument.

9.—(1.) Where a prescribed instrument that bears impressions of stamps purporting to be those of the broker or firm of brokers acting on behalf of the transferor and of the broker or firm of brokers acting on behalf of the transferee is lodged with a company or a declared corporation for the purpose of registering a transfer of a marketable security or of the allotment of a marketable security to a person in whose favour a right to the marketable security has been renounced and transferred, the company or corporation is, and its officers are, in the absence of knowledge to the contrary, entitled to assume without inquiry that the stamps are the stamps that they purport to be.

Registration  
of transfers.

(2.) Nothing in this Ordinance affects any right of a company or declared corporation to refuse to acknowledge or register a person as the holder of a marketable security on any ground other than an objection to the form of instrument by which the security purports to be transferred to him.

(3.) The registration of a transfer of a marketable security, or the allotment of a marketable security to a person in whose favour a right to which has been renounced and transferred, by means of a prescribed instrument does not constitute a breach of any law or instrument that relates to the marketable security.

(4.) The omission from any register, certificate or other document relating to a marketable security of a statement of the occupation of the person who is, or is entitled to be, its registered holder does not constitute a breach of any law or instrument that relates to the marketable security.

10. The Attorney-General may make regulations, not inconsistent with this Ordinance, prescribing all matters required or permitted by this Ordinance to be prescribed, or necessary or convenient to be prescribed, for carrying out or giving effect to this Ordinance.

Regulations.

## THE SCHEDULES

### FIRST SCHEDULE

Section 3.

#### STOCK EXCHANGES

Brisbane Stock Exchange  
Hobart Stock Exchange  
Stock Exchange of Adelaide  
Stock Exchange of Melbourne  
Stock Exchange of Perth  
Sydney Stock Exchange

### SECOND SCHEDULE

Section 5 (1.),  
(2.).

#### FORM 1

#### SECURITY TRANSFER FORM

#### PART 1

Full name of company  
or corporation:

Description of securities: | Class: | If not fully paid, paid to: | Register:

Quantity:

[Words]

[Figures]

Transfer identification  
number:

Full name(s) of transferor(s):

Transferor's broker hereby certifies:

- (i) as to the validity of documents; and
- (ii) that stamp duty (if payable) has been or will be paid.

[Transferor's broker's stamp and date]

Date of sale:

I/We hereby transfer the abovementioned securities to the transferee(s) named in Part 2 hereof or to the several transferees named in Part 2 of Broker's Transfer Form(s) relating to the abovementioned securities.

\*I/We have no notice of revocation of the power of attorney under which this transfer is signed

[Signature(s) of transferor(s)]

Date(s) signed:

#### PART 2

Full name(s) and address(es) of transferee(s):

Transferee's broker hereby certifies:

- (i) that the abovementioned securities were purchased in the ordinary course of business and are to be registered in the name(s) of the transferee(s) specified in this Part; and
- (ii) that stamp duty (if payable) has been or will be paid, and hereby requests that such entries be made in the register as are necessary to give effect to this transfer.

[Transferee's broker's stamp and date]

Date of purchase:

\* Delete if not applicable.

## SECOND SCHEDULE—continued

## FORM 2

## BROKER'S TRANSFER FORM

## PART 1

Section 5 (1),  
(2).Full name of company  
or corporation:

Description of securities: | Class: | If not fully paid, paid to: | Register:

Quantity:

[Words]

[Figures]

Transfer identification  
number:

Full name(s) of transferor(s):

Transferor's broker hereby certifies:

- (i) that the Security Transfer Form relating to the abovementioned securities has been lodged at the office of the company or corporation; and
- (ii) that stamp duty (if payable) has been or will be paid.

[Transferor's broker's stamp and date]

Date of sale:

## PART 2

Full name(s) and address(es) of transferee(s):

Transferee's broker hereby certifies:

- (i) that the abovementioned securities were purchased in the ordinary course of business and are to be registered in the name(s) of the transferee(s) named in this Part; and
- (ii) that stamp duty (if payable) has been or will be paid,
- and hereby requests that such entries be made in the register as are necessary to give effect to this transfer.

[Transferee's broker's stamp and date]

Date of purchase:

## FORM 3

Section 5 (2).

ACCEPTANCE BY TRANSFEE OF SECURITIES WITH AN UNCALLED  
LIABILITYTo  
I/We  
of

[Name of company or corporation]

being the transferee(s) of

[Quantity and description of securities]

each paid to \_\_\_\_\_ in the abovenamed company or corporation and being the person(s) named as such in \*Security Transfer Form relating to those securities and being of or over the age of twenty-one years HEREBY AGREE to accept the said securities subject to the several terms and conditions on which the transferor held them at the time of the sale of the said securities by the transferor to me (or us) and further agree to become a member (or members) of the company or corporation and to be bound by the memorandum and articles of the company or corporation (or by the constitution of the corporation).

Dated the

day of

19

[Signature(s) of transferee(s)]

\* Delete whichever is not applicable.

## SECOND SCHEDULE—continued

Section 5 (3.),  
(4).

## FORM 4

## SECURITY RENUNCIATION AND TRANSFER FORM

## PART 1

Full name of company  
or corporation:

Description of rights:

Register:

Quantity:

[Words]

[Figures]

Transfer identification  
number:

Transferor's broker hereby certifies:

- (i) as to validity of documents; and
- (ii) that stamp duty (if payable) has  
been or will be paid.

Full name(s) of transferor(s):

(Transferor's broker's stamp and date)

Date of sale:

I/We hereby renounce and transfer the abovementioned rights to the transferee(s) named in Part 2 hereof (or to the several transferee(s) named in Part 2 of the Broker's Renunciation and Transfer Form(s) relating to the rights).

\*I/We have no notice of revocation of the power of attorney under which this renunciation and transfer is signed.

[Signature(s) of transferor(s)]

Date(s) signed:

## PART 2

Full name(s) and address(es) of transferee(s):

Transferee's broker hereby certifies:

- (i) that the abovementioned rights were purchased in the ordinary course of business and the marketable securities to which the rights relate are to be allotted to the transferee(s) named in this Part; and
  - (ii) that stamp duty (if payable) has been or will be paid,
- and hereby requests that those marketable securities be allotted by the company or corporation to the transferee(s) and that such entries be made in the register as are necessary to give effect to this renunciation and transfer.

(Transferee's broker's stamp and date)

Date of purchase:

\* Delete if not applicable.

## SECOND SCHEDULE—continued

## FORM 5

Section 5 (3.),  
(4.).

## BROKER'S RENUNCIATION AND TRANSFER FORM

## PART 1

Full name of company  
or corporation:

Description of rights:

Register:

Quantity:

[Words]

[Figures]

Transfer identification  
number:

Full name(s) of transferor(s):

Transferor's broker hereby certifies:

- (i) that the Security Renunciation and Transfer Form relating to the above-mentioned rights has been lodged at the office of the company or corporation; and
- (ii) that stamp duty (if payable) has been or will be paid.

[Transferor's broker's stamp and date]

Date of sale:

## PART 2

Full name(s) and address(es) of transferee(s):

Transferee's broker hereby certifies:

- (i) that the abovementioned rights were purchased in the ordinary course of business and the marketable securities to which the rights relate are to be allotted to the transferee(s) named in this Part; and
  - (ii) that stamp duty (if payable) has been or will be paid,
- and hereby requests that such marketable securities be allotted by the company or corporation to the transferee(s) and such entries be made in the register as are necessary to give effect to this renunciation and transfer.

[Transferee's broker's stamp and date]

Date of purchase:



## SECOND SCHEDULE—continued

Section 5 (4.).

## FORM 6

**ACCEPTANCE BY TRANSFEREE(S) OF RIGHTS WHERE WHOLE OF MONEYS TO BE  
SUBSCRIBED FOR MARKETABLE SECURITIES TO WHICH RIGHTS RELATE  
IS NOT PAYABLE IN FULL ON APPLICATION**

To  
I/We

[Name of company or corporation]

of

being the transferee(s) of

[Quantity and description of rights]

in respect of each of which there is an uncalled liability of

after the payment of application moneys and being the person(s) named as transferee(s) in

the \*Security Renunciation and Transfer Form

the \*Broker's Renunciation and Transfer Form relating to those rights and being of or over the age of twenty-one years HEREBY AGREE to accept the marketable securities to which the rights relate subject to the several terms and conditions upon which the marketable securities were offered by the company or corporation for subscription and further agree to become a member (or members) of the company or corporation and to be bound by the memorandum and articles of the company or corporation (or by the constitution of the corporation) on becoming the registered holder(s) of the marketable securities.

Dated the

day of

19 .

[Signature(s) of transferee(s)]

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\* Delete whichever is not applicable.