

Practice Note

Issuers of Fund Securities

Applies to Rules as at: 24 July 2024
Last updated September 2024

Summary

This Practice Note outlines the NZX Listing Rules (**Rules**) requirements that apply to Issuers of Fund Securities.

Relevant NZX Listing Rule: 3.11, 3.12, 3.13.2, 3.20.1, 3.23, 4.18

Under Rule 9.15.1 of the Rules, NZX Limited (**NZX**) may act by and through NZX Regulation Limited (**NZ RegCo**) in performing any function or discharging any power set out in the Rules. References in this Practice Note to NZX therefore also include NZ RegCo in relation to any regulatory activity or discretion.

Fund Securities are managed investment products as defined in sections 8(3) and 8(5) of the Financial Markets Conduct Act 2013 (**FMC Act**) in relation to a Managed Investment Scheme as defined in section 9 of the FMC Act. The Rules refer to various obligations that apply to Managed Investment Schemes, with the Rules complementing the framework for the regulation of managed funds outlined in the FMC Act to reduce regulatory overlap.

All Issuers of Quoted Financial Products (including Issuers of Fund Securities) must comply with the continuous disclosure requirements in Rule 3.1.1. Under the Rules, Issuer means any person which is Listed and includes for the purposes of a Listed Managed Investment Scheme, the manager of the scheme.

Periodic disclosure – Fund Securities

Every Issuer of Fund Securities that is a managed fund (as defined in regulation 5(1) of the Financial Markets Conduct Regulations 2014) must prepare a Fund Update in accordance with the FMC Act to the extent required by law, and release that Fund Update through MAP promptly and without delay after it is made available in accordance with the FMC Act.

Every Issuer of Fund Securities must prepare and release through MAP, within three months of the balance date for the relevant scheme, an annual report prepared in accordance with the FMC Act.

Issuer Data / MAP Data Entry

Issuers must be mindful as to whether MAP data is required to be entered when making announcements to market as some announcements require data to be entered under Rule 3.26.1. Note that Issuers of Fund Securities are not required to enter earnings data into MAP when releasing an Annual Report. Issuers will still be expected to enter data with their Annual Report if the report contains any of the other required data points as outlined in the MAP Data Guide.

Further information on the required data points can be found on the MAP Data Guide found [here](#).

Reporting Net Asset Values

There is no specific Rule requirement for Issuers of Fund Securities to report net asset values or net tangible assets (or similar) on a regular basis. However, Issuers of Fund Securities may choose to report specific metrics (or similar) as and when they see fit.

Issuers of Fund Securities that are required to prepare and publish Fund Updates will include the net asset value of the specified fund in the quarterly Fund Update.

Capital Changes

If an Issuer of Fund Securities is a Continuous Issuer, such Issuer may announce issues, acquisitions or redemptions of Fund Securities under Rule 3.13.1 on a consistent monthly basis. These announcements must be in the form of a Capital Change Notice. The Continuous Issuer must issue, acquire and redeem Fund Securities in accordance with the Governing Document.

An Issuer of Fund Securities that is not a Continuous Issuer must issue, acquire and redeem further Fund Securities in accordance with Rules 4.1 to 4.17 as if the Fund Securities were Equity Securities carrying Votes. These Issuers of Fund Securities must release a Capital Change Notice within one Business Day after the issue, acquisition or redemption.

Changes to Directors or Senior Managers

An Issuer of Fund Securities must promptly and without delay release through MAP information regarding any decision made to change (regardless of whether such change is effective at a later date) a Director or Senior Manager of the Manager of the scheme.

Further information and questions

If you have any questions please contact NZ RegCo Issuer Regulation at issuer@nzregco.com

Template Capital Change Notices are available at <https://map.nzx.com/static/forms/>

Practice Notes are not intended to be a definitive statement of the application of the rules in every situation and are only a guide to NZX's policy and practice. This Practice Note does not limit NZX's discretion under the Rules. NZX takes no responsibility for any errors contained in Practice Notes. NZX may replace Practice Notes at any time.