



TRUSTEE CORPORATIONS ASSOCIATION of NEW ZEALAND

CODE OF PRACTICE FOR CORPORATE TRUST ACTIVITIES

TCA 1997/01
Amended 8 December 2005

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| 1 | PURPOSE | This code sets out the professional standards and responsibilities of Members of the Trustee Corporations Association in respect of their Corporate Trust activities |
| 2 | FUNDAMENTAL PRINCIPLES | The following fundamental principles are to be observed by all Members |
| 2.1 | Professional and Integrity | Members will discharge their duties and responsibilities promptly, professionally and with integrity, having a proper regard for the interests of investors or scheme members. |
| 2.2 | Independence of Judgement | Members will at all times carry out their duties in the best interests of the investors or scheme members and completely independently of the interests of the issuer, promoters or managers of the investment or scheme. |
| 2.4 | Conflicts of Interest | Members will take all reasonable steps to avoid conflicts of interest. Members who become aware of an actual or potential conflict of interest shall immediately take appropriate steps to ensure that the interests of investors or scheme members are not and are not perceived to be in any way prejudiced. |
| 2.5 | Related Appointments | Members from time to time may consider acceptance of an appointment where an existing related appointment is undertaken. Members |
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should exercise care in the acceptance of such appointments to ensure that the interests of investors or scheme members of such investments or schemes are not and are not perceived to be adversely affected

2.6 Inquiries as to Management and the Probity of the Issue

Members will, prior to accepting any appointment:

- make all reasonable enquiries as to:
 - the financial standing,
 - the experience; and
 - the reputation of the issuer, promoters and managers of the investment or scheme; and
- ensure that there appears to be a reasonable prospect of any investment proposition as set out in any prospectus, advertisements or publicity achieving the outcomes as promoted.

2.7 Staffing and Skills

Members will, before accepting any appointment, ensure that the nature and proposed operation of the investment or scheme is fully understood by staff and that staff have the necessary skills and experience to properly carry out their responsibilities.

2.8 No Inconsistent Statements

Members will, before providing statements for a prospectus or other offer document, ensure that the prospectus or offer document does not contain any statement which is inconsistent with other information held by the Member and which may mislead or deceive potential investors.

3 PRACTICE GUIDELINES

3.1 Issue

Practice Guidelines may be issued under the Code where a unanimous resolution to that effect is passed at a meeting of Members. Each issue of Practice Guidelines shall be dated. The provisions of Practice Guidelines do not form a part of the Code.

3.2 Revocation

Practice Guidelines previously issued (including any amendments adopted since issue or reissue) may be revoked where a unanimous resolution to that effect is passed at a meeting of Members

3.3 Amendment or Revision

Practice Guidelines may be amended, or may be reissued, where an unanimous resolution to that effect is passed at a meeting of Members. Each amendment or reissue shall be dated.

3.4 Status of Guidelines

Practice Guidelines are intended to suggest how Members may be able to meet the standards required by the fundamental principles of the Code. Practice Guidelines are illustrative only and should not be taken as comprehensive and exhaustive, and may not be applicable in all circumstances.
