

GUYANA

No. 4 of 2002

REGULATIONS

Made Under

The Securities Industry Act 1998

(No. 21 of 1998)

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FIRST SCHEDULE - FORMS**SECOND SCHEDULE - REGISTRATION FEES**

IN EXERCISE OF THE POWERS CONFERRED UPON HIM BY SECTION 126(7) AND BY SECTION 126 (1) (a) READ WITH SECTION 48 (1) OF THE SECURITIES INDUSTRY ACT 1998, THE MINISTER OF FINANCE HEREBY MAKES THE FOLLOWING REGULATIONS:-

Citation.

1. These Regulations may be cited as the Securities Industry (Registration of Market Participants) Regulations 2002.

Interpretation.

2. In these Regulations –

First Schedule

(a) “Form” means Form in the First Schedule;

(b) “free capital” means capital which is unencumbered and which is separately held in such form, and only for such purposes, as the Council may determine;

(c) “registered person” means a person registered by the Council under section 47 of the Act;

(d) “representative” means the representative of a securities company or of a securities intermediary, as the case may be;

(e) “securities company’s representative” means an individual, by whatever name described, in the direct employment of, or acting for, or by arrangement with, a securities company, who performs for that securities company any of the functions of a securities company (other than work ordinarily performed by accountants, clerks or cashiers) whether the remuneration is by way of salary, wages, commission or otherwise; and includes any director or officer of a body corporate who performs any of those functions for the body corporate;

(f) “securities intermediary’s representative” means an individual, by whatever name described, in the direct employment of, or acting for, or by

arrangement with, a securities intermediary, who performs for that securities intermediary any of the functions of a securities intermediary (other than work ordinarily performed by accountants, clerks or cashier) whether the remuneration is by way of salary, wages, commission or otherwise; and includes any director or officer of a body corporate who performs any of those functions for the body corporate .

**Registration of securities
company.**

3. (1) The Council may register a securities company which makes an application for such registration in accordance with the provisions of regulation 4.
- (2) A certificate of registration granted under this regulation shall specify the securities business activity or activities that the securities company is permitted to undertake and it shall be restricted to such business as so specified.
- (3) The Council shall refuse to register a securities company unless the applicant -
- (a) is a company incorporated, or registered, in Guyana;
 - (b) employs at least one individual who is registered as a representative under regulation 7;
 - (c) in the case of a company that carries on business as a broker, and is registered in respect of equity securities only, has a minimum paid-up capital of one million five hundred thousand dollars;
 - (d) in the case of a company that carries on business as a broker, and is registered in respect of equity securities and other securities, or, as the case may be, other securities only, has a minimum paid-up capital of one hundred and fifty million dollars;
 - (e) in the case of a company that carries on business as a dealer, and is registered in respect of equity

securities only, has a minimum paid-up capital of thirty million dollars;

(f) in the case of a company that carries on business as a dealer, and is registered in respect of equity securities and other securities, or, as the case may be, other securities only, has a minimum paid-up capital of one hundred and fifty million dollars

(g) in the case of a company that carries on business as an underwriter, has a minimum paid-up capital of one hundred and fifty million dollars;

(h) in the case of a company that carries on business as an investment adviser, has a minimum paid-up capital of one million five hundred thousand dollars;

(i) in the case of a securities company, has a minimum paid-up capital of two hundred million dollars;

(j) complies with the indemnity insurance requirement under section 55 of the Act;

(k) satisfies the Council that it is a fit and proper body to be registered as a securities company;

(l) will be able, if registered, to comply with any financial resources regulations that may apply to it;

(m) has specified premises under regulation 4(1)(c) that are suitable for keeping records or other documents.

(4) In considering whether an applicant is a fit and proper person to be registered, the Council –

(a) shall have regard to, in respect of each of its directors and officers –

(i) his or her financial status;

(ii) his or her educational or other

qualifications or experience having regard to the nature of his or her application;

- (iii) his or her ability to perform his or her proposed function efficiently, honestly and fairly; and
- (iv) his or her reputation, character, financial integrity and reliability; and

(b) may take into account any matter relating to -

- (i) any person who is or is to be employed by, or associated with, the applicant for the purposes of the business to which the application relates;
- (ii) any person who will be acting as a principal or representative in relation to such business; and
- (iii) any substantial shareholder, director or officer of the company, any other company in the same group of companies or to any director or officer of any such company.

(5) For the purposes of this regulation, the Council may have regard to any information in its possession whether or not furnished by the applicant.

(6) In paragraph (4)(b)(iii), "substantial shareholder", in relation to a company, means a person who has an interest in shares in the company -

- (a) equal to or more than five per cent of the issued share capital of the company; or
- (b) which entitles the person to exercise or control the exercise of five per cent or more of the voting

power at a general meeting of the company.

(7) The Council –

(a) shall not refuse an application for registration without first giving the applicant an opportunity of being heard; and

(b) if it refuses the application, shall notify the applicant in writing of the refusal and the reasons for the refusal.

Application for registration
as a securities company.

Form 1

Second Schedule

4. (1) An application for registration as a securities company shall be made in Form 1 accompanied by the fee specified for the purpose in the Second Schedule, and the applicant shall -

(a) give the Council information it reasonably requires -

(i) concerning the services which the applicant will hold itself out as being able to provide if the application is approved;

(ii) concerning the business which the applicant proposes to carry on and to which the application relates, and concerning any person whom the applicant proposes to employ or with whom the applicant intends to be associated in the course of carrying on the business; and

(iii) to enable the Council to consider the matters referred to in regulation 3;

(b) nominate as a principal at least one individual who will actively participate in, and who will be responsible for the supervision of, the applicant's business; and

(c) specify the location of all premises at which the records or other documents of the business for which the application is made are to be kept.

(2) The Council may require an applicant to provide it with such additional information as the Council thinks necessary.

Registration as a securities intermediary.

5. (1) The Council may register an individual as a securities intermediary who makes an application for such registration in accordance with the provisions of regulation 6.

(2) A certificate of registration issued under this regulation shall specify the securities business activity or activities that the securities intermediary is permitted to undertake and that individual shall be restricted to such business as so specified.

(3) The Council shall refuse to register a securities intermediary unless the applicant –

(a) is an individual;

(b) in the case of a broker who is registered in respect of equity securities only, has a minimum free capital of one million five hundred thousand dollars;

(c) in the case of a broker who is registered in respect of equity securities and other securities, or, as the case may be, other securities only, has a minimum free capital of one hundred and fifty million dollars;

(d) in the case of a dealer who is registered in respect of equity securities only, has a minimum free capital of thirty million dollars;

(e) in the case of a dealer who is registered in respect of equity securities and other securities, or, as the case may be, other securities only, has a minimum free capital of one hundred and fifty million dollars

(e) in the case of an underwriter, has a minimum free capital of one hundred and fifty million dollars;

(f) in the case of an investment adviser, has a minimum free capital of one million five hundred thousand dollars;

(g) satisfies the Council that he or she –

(i) has sufficient educational or other qualifications or experience;

(ii) is a fit and proper person,

to be registered as a securities intermediary;

(h) supplies the Council with the information that it requires to assess whether he or she is a fit and proper person; and

(i) has specified premises as required by regulation 6(1)(b) that are suitable for keeping records or other documents.

(4) In considering whether an applicant is a fit and proper person to be registered the Council –

(a) shall have regard to the applicant's-

(i) financial status;

(ii) educational or other qualifications or experience having regard to the nature of his application;

(iii) ability to perform the proposed function efficiently, honestly and fairly;

(iv) reputation, character, financial integrity and reliability; and

(v) satisfactory completion of any examination requirements prescribed by the Council.

(b) may take into account any matter relating to –

(i) any person who or is to be employed by, or associated with, the applicant for the purposes of the business to

which the application relates; or

- (ii) any person who will be acting as a principal or representative in relation to such business.

(5) For the purposes of this regulation, the Council may have regard to any information in its possession whether or not the information has been furnished by the applicant.

(6) The Council –

(a) shall not refuse an application for registration without first giving the applicant an opportunity of being heard; and

(b) if it refuses the application, shall notify the applicant in writing of the refusal and the reasons for the refusal.

**Application for registration
as a securities intermediary.**

Form 2

Second Schedule

6. (1) An application for registration as a securities intermediary shall be made in Form 2 and accompanied by the fee specified for the purpose in the Second Schedule, and the applicant shall –

(a) give the Council the information it reasonably requires –

- (i) concerning the services which the applicant will hold himself or herself out as being able to provide if the application is approved;
- (ii) concerning the business which the applicant proposes to carry on and to which the application relates, and concerning any person whom the applicant proposes to employ or with whom the applicant intends to be

associated in the course of carrying on the business; and

- (iii) to enable the Council to consider the matters referred to in regulation 5;
 - (b) specify the location of all premises at which the records or other documents of the business for which the application is made are to be kept.
- (2) The Council may require an applicant to provide it with such additional information as the Council thinks necessary.

Registration of a representative.

7. (1) The Council may register a representative who makes an application for such registration in accordance with the provisions of regulation 8.
- (2) The Council shall refuse to register a representative unless the applicant –
- (a) is an individual;
 - (b) in the opinion of the Council, has sufficient educational or other qualifications or experience;
 - (c) satisfies the Council that the applicant is a fit and proper person to be registered as a representative;
 - (d) supplies the Council with the information that it requires to assess whether the applicant is a fit and proper person.
- (3) In considering whether an applicant is a fit and proper person to be registered the Council shall have regard to the applicant's-

- (a) financial status;
 - (b) educational or other qualifications or experience having regard to the nature of the application;
 - (c) ability to perform his or her proposed function efficiently, honestly and fairly;
 - (d) reputation, character, financial integrity and reliability; and
 - (e) satisfactory completion of any examination requirements prescribed by the Council.
- (4) For the purposes of this regulation, the Council may have regard to any information in its possession whether or not the information has been furnished by the applicant.
- (5) The Council –
- (a) shall not refuse an application for registration without first giving the applicant an opportunity of being heard; and
 - (b) if it refuses the application, shall notify the applicant in writing of the refusal and the reasons for the refusal.

Application for registration
as a representative.

Form 3

Second Schedule

8. (1) An application for registration as a representative shall be made in Form 3 and accompanied by the fee specified for the purpose in the Second Schedule, and the applicant shall -

(a) give the Council information it reasonably requires -

(i) concerning the services which the applicant will hold himself or herself out as being able to provide if the application is allowed;

(ii) concerning the business which the applicant's principal proposes to carry on and to which the application relates; and

(iii) to enable the Council to consider the matters referred to in regulation 7;

The Council may require an applicant to provide it with such further information as the Council thinks necessary.

Accreditation of
representatives.

9. (1) A representative is accredited to a securities company or securities intermediary for the purposes of these Regulations only if -

(a) the certificate of registration of the representative states that he or she is accredited to the securities company or intermediary ; and

(b) the representative is recorded as being accredited in the register maintained under regulation 13.

(2) The Council shall not register a representative unless the representative and his or her principal have notified the Council in writing that he or she is, or is to be, accredited.

(3) If a principal or representative notifies the Council in

writing that the accreditation of the representative has been terminated-

- (a) the Council shall alter the register of registered persons accordingly; and
 - (b) the representative shall return his or her certificate of registration to the Council within seven days of the Council requiring him to do so.
- (4) Where the accreditation of a representative is terminated under paragraph (3) for reasons other than revocation or suspension of his or her registration, the representative may be accredited to another principal without further application for registration provided that such accreditation is notified to the Council not later than three months after the date of the original termination.

Power of Council to impose conditions.

- 10.** (1) A certificate of registration issued by the Council may contain such reasonable conditions it considers necessary.
- (2) Conditions may be of general or special application and may make different provision for different cases or classes of case.
- (3) In the case of a condition of special application to a particular registered person the condition shall be for a specified period of time.
- (4) The Council may, by written notice served on the registered person, amend or cancel any of the conditions or attach new conditions provided that, in the case of proposed new conditions, the Council shall not impose them without first giving the registered person an opportunity of being heard.
- (5) A registered person shall not, when conducting business for which registration is required, use a name other than the name specified in the certificate of

registration.

Effect of revocation or suspension.

11. (1) A person whose registration is revoked or suspended under the Act shall be notified accordingly by the Council and shall, for the purpose of the Act, be deemed not to be registered from the date of notification of revocation or suspension, as the case may be.
- (2) The suspension or revocation of registration does not operate so as to –
- (a) avoid or affect any agreement, transaction or arrangement relating to a dealing in securities entered into by the person whose certificate of registration has been suspended or revoked, whether the agreement, transaction or arrangement was entered into before or after the suspension or revocation of the certificate of registration, except that the registered person shall not be allowed to retain any benefits charged or payable thereto; or
 - (b) affect any right, obligation, or liability arising under any such agreement, transaction or arrangement.

Power of Council to issue directions to registered persons.

12. (1) The Council may by notice in writing give a registered person a direction under this regulation where it appears to the Council that –
- (a) it is desirable for the protection of investors; or
 - (b) the registered person is contravening, has contravened or is about to contravene, or has failed to comply with any provision of or requirement under the Act or regulations made under the Act, or, in purported compliance with any such provision or requirement has furnished the Council with

information that is false, inaccurate as misleading.

(2) A direction under this regulation may contain all or any of the following prohibitions or requirements -

(a) require a registered person to cease and desist from the contravention;

(b) prohibit a registered person from entering into transactions of a class or description specified in the notice or entering into them otherwise than in circumstances so specified or to an extent so specified;

(c) prohibit a registered person from soliciting business from a person of a class or description so specified or from persons other than persons of such a class or description; or

(d) prohibit a registered person from carrying on business in a specified manner or otherwise than in a specified manner;

(e) as regards any assets whether in Guyana or elsewhere -

(i) prohibit a registered person from disposing of such assets or prohibit the registered person from dealing with them in a manner specified in the notice; or

(ii) require a registered person to deal with such assets in, and only in, a manner specified in the notice.

(3) A registered person shall comply with a direction under this regulation.

(4) A direction under this regulation shall be for such specified period as the Council considers necessary, and that period may be extended as the Council may deem

necessary.

(5) A registered person who fails to comply with a direction of the Council commits an offence and is liable on summary conviction to a fine of two hundred and fifty thousand dollars.

(6) The Council may, by written notice either of its own motion or on the application of a registered person on whom a prohibition or requirement has been imposed under this regulation, rescind or vary the prohibition or requirement if it appears to the Council that it is no longer necessary for the prohibition or requirement to take effect or continue in force or, as the case may be, that it should take effect or continue in force in a different form.

Register of registered persons.

13. (1) The Council shall maintain a register of persons registered under these Regulations in the form it considers most appropriate.

(2) For each registered person other than a registered representative, the register shall record -

- (a) the name and address of the registered person;
- (b) the date on which the certificate of registration was granted;
- (c) the type of securities business permitted by the certificate of registration;
- (d) any conditions attached to the certificate of registration;
- (e) the name and address of every accredited representative;
- (f) the name and address of every manager and officer;
- (g) the location of the premises at which the records

or other documents of the registered business are kept;

(h) in the case of a company, the name of each director and of the secretary of the company, and the names and respective shareholdings of each shareholder;

(i) any order of revocation or suspension; and

(j) such other particulars as the Council considers necessary in the interest of the investing or general public.

(3) For each registered representative, the register shall record -

(a) his or her name and address;

(b) the date on which the certificate of registration was granted;

(c) the name and address of the principal to whom he or she is accredited;

(d) any order of revocation or suspension; and

(e) such other particulars as the Council considers desirable in the interest of the investing or general public.

(4) The register shall, during usual office hours, be open to inspection free of charge by members of the public.

Notification of change of particulars in register.

14. (1) Where –

(a) a securities company or securities intermediary ceases to carry on the business to which the certificate of registration relates;

(b) a representative ceases to be a representative

of the registered person to whom he or she is accredited; or

(c) a change occurs in any matter particulars of which are required by regulation 13 to be entered in the register of registered persons,

the registered person shall as soon as is practicable but within seven days give to the Council notice in writing of the event concerned.

(2) A registered person who fails to comply with paragraph (1) commits an offence and is liable on summary conviction to fine of two hundred and fifty thousand dollars.

Directions in Forms.

15. A Form shall be completed in accordance with any directions specified in that Form.

Manner of application for registration.

16. (1) An application for a registration in the form prescribed together with any relevant annexures shall be enclosed in a sealed envelope and filed with the Council.

(2) Each application for registration shall be accompanied by a detailed statement of the applicant's assets and liabilities signed by the applicant, or, in the case of an applicant which is a company –

(a) copies certified by a director of the company to be true copies of the last balance sheet and of the last profit and loss account (if any), incorporating the results of the last financial year, and which have respectively been audited by the company's auditors (including every document required by law to be annexed or attached thereto); and

(b) a copy of the report of the auditors thereon (certified as aforesaid); and

(c) a copy of its articles of incorporation and by-laws.

(3) The Council may refuse to accept any application made under these Regulations if it is not accompanied by the registration fee prescribed.

**Alteration of facts disclosed
in application.**

17. An applicant for a registration shall forthwith give written notice to the Council of—

(a) any proposed alteration to, or

(b) the occurrence of any event which the applicant knows affects or may affect in a material respect,

information supplied by the applicant to the Council in relation to the application, being a proposal or event made or occurring while a decision by the Council on the application is pending.

General conditions.

18. It shall be condition of every certificate of registration that –

- (a) the registration shall be personal to the applicant and shall not be transferable;
- (b) the registered person shall forthwith give written notice to the Council of –
 - (i) any proposed alteration to, or
 - (ii) the occurrence of any event which the registered person knows affects or may affect in any material respect,

any matter in respect of which the registered person was required to supply information to the Council in the course of the application for registration;

(c) the consent of the Council shall be obtained prior to –

- (i) the implementation of any alteration of the kind referred to in subparagraph (b) (i); and
- (ii) the taking of action resulting from any event of the kind referred to in subparagraph (b) (ii); and

(d) a registered person shall not carry on, nor hold himself or herself out as carrying on, any securities business other than that permitted by the certificate of registration and from any premises specified in the certificate of registration.

Display of certificate of registration.

19. (1) Every person to whom a certificate of registration has been issued under the Act shall display the certificate at all premises in which that person transacts

with the public the securities business authorised by the registration.

(2) The requirement in paragraph (1) shall not be satisfied unless the registration is displayed in such a manner as to be readily visible to the public.

Change of principal by representative.

Form 4

20. A representative shall not change his or her principal in relation to which his or her registration was issued unless the representative has deposited a notice in Form 4 with the Council.

Registration fees.
Second Schedule

21. The registration fees specified in the Second Schedule shall be payable to the Council for the purpose of registration as a securities company, securities intermediary or representative, as the case may be.

FIRST SCHEDULE

reg. 4

FORM 1**SECURITIES INDUSTRY (REGISTRATION OF MARKET PARTICIPANTS) REGULATIONS 2002.****Application for registration as a securities company**

Application is hereby made for registration as a securities company under the Securities Industry Act 1998 and the following statements are made in respect thereof:

Notes:

- (1) If space is insufficient to provide details, please attach annexure(s). Any such annexure should be identified as such and signed by the signatory to this application.
- (2) This application must be accompanied by the last audited balance sheet and profit and loss account certified as required by regulation 16.

Part 1**Information on the applicant**

1. (a) Name of applicant:

(b) Registered office:

- (c) Full address, telephone and fax number of the principal place at which the business of the applicant is to be carried on:
- (d) The authorised and paid-up capital of the applicant, including the types of shares issued:
- (f) Details of shareholders of the applicant, including the name, address, amount of shares being held and date of acquisition:

<u>Name</u>	<u>Address</u>	<u>Amount of Shares</u>	<u>Date of Acquisition</u>
1.			
2.			
3.			
4.			

- (g) Set out as an annexure hereto details of each director and principal showing full name, residential address, date of birth, office held and date of appointment:

2. State the nature of the principal business of the applicant:

3. (a) State in detail the activity and the manner in which the applicant proposes to conduct the business for which the applicant requires to be registered:
- (b) The type of clients with whom the applicant proposes to do business:
- (c) Describe in detail the organisational structure and internal control procedures which the applicant has adopted or proposes to adopt for the applicant's proposed business:
4. Set out the name and address of each person who, directly or indirectly, exercises or has power to exercise a controlling influence over the management and policies of the applicant other than those shown as directors:

Name

Address

1.

2.

3.

4.

5. Is any director or principal of the applicant a director of any other company?

Using an annexure, answer “Yes” or “No” for each person; if “Yes”, give details of:

- (a) names of companies;
- (b) places of incorporation; and
- (c) dates of appointment.

(For questions 6 to 8, answer “Yes” or “No” in space provided. If “Yes”, attach annexures giving all relevant particulars.)

6. Has the applicant or any director, principal or representative of the applicant within the past 10 years -

Answer

(a) been licensed or registered in any place under any law which requires licensing or registration in relation to securities business

(b) been licensed, registered or otherwise authorised by law to carry on any trade, business or profession in any place?

(c) been refused the right or restricted in the right to carry on any trade, business or profession for which a specific registration, registration or other authority is required by law in any place?

7. Has any director, principal or representative of the applicant within the past 10 years -

Answer

(a) been a member or partner in a member firm of any securities exchange?

- (b) been suspended from membership of any securities exchange or otherwise disciplined by a securities exchange? _____
- (c) been refused membership of any securities exchange? _____
- (d) been known by any name other than the name or names shown in this application? _____
- (e) been convicted of any offence other than a traffic offence in Guyana or elsewhere or are there any proceedings now pending which may lead to such a conviction? _____
- (f) had judgement including findings in relation to fraud, misrepresentation or dishonesty been given against him in any civil proceedings, in Guyana or elsewhere? (If "Yes", using an annexure, give full details, including whether judgement is unsatisfied.) _____
- (g) been declared bankrupt or compounded with or made an arrangement for the benefit of his creditors, in Guyana or elsewhere? _____
- (h) been engaged in the management of any company other than those referred to in answer to question 5? _____
- (i) been refused a fidelity or surety bond in Guyana or elsewhere? _____
- (j) been disqualified as a director, or been director of a company that has gone into receivership or liquidation, in Guyana or elsewhere? _____

Has any director, principal or representative of the applicant had any experience in performing the _____

functions in relation to the proposed activity of the applicant referred to in question 3? _____

9. In relation to each director, principal or representative of the applicant, set out below details of the officer's employment and business activities, during the previous 10 years:

<u>Name of Director, principal or representative</u>	<u>Name and address of principal (if self-employed, so state)</u>	<u>Nature of business</u>	<u>Description of duties in relation to the employment or activity</u>	<u>Period of employment or activity (give exact dates)</u>

10. Set out any additional information (including any formal qualifications or training of the directors, principal and representative of the applicant and the name of the institution that conducted the course) considered relevant to this application.

11. Set out below details of two persons with whom each director of the applicant has had regular contact over the past 5 years and of whom the Council may enquire regarding their character and reputation.

<u>Name of Character Referee</u>	<u>Address of Character Referee</u>	<u>Occupation of Character Referee</u>	<u>Name of Director, principal or representative in respect of whom enquiries may be made</u>
1.			
2.			

- (c) been refused the right or restricted in his right to carry on any trade, business or profession for which a specific registration, registration or other authority is required by law in any place? _____
- (d) been a member or partner in a member firm of a securities exchange? _____
- (e) been suspended from membership of any securities exchange or otherwise disciplined by a securities exchange? _____
- (f) been refused membership of any securities exchange? _____
- (g) carried on business under any name other than the name or names shown in this application? _____
- (h) been convicted of any offence other than a traffic offence in Guyana or elsewhere or are there any proceedings now pending which may lead to such a conviction? (If "Yes" attach annexure giving full details of the conviction(s) or proceeding(s).) _____
- (i) had judgement including findings in relation to fraud, misrepresentation or dishonesty been given against him in any civil proceedings, in Guyana or elsewhere? (If "Yes" attach annexure giving full details, including whether judgement is unsatisfied.) _____
- (j) been censured or disciplined by any professional body, society or association of which he was or is a member? (If "Yes", attach annexure giving full details, including name of the professional body, society or association.) _____

- (k) been declared bankrupt or compounded with or made an assignment for the benefit of his creditors in Guyana or elsewhere?
- (l) been engaged in the management of any companies other than those referred to in answer to question 6?
- (m) been refused a fidelity or surety bond in Guyana or elsewhere?
- (n) been disqualified as a director, or been a director of a company that has gone into receivership or liquidation, in Guyana or elsewhere?

6. Set out below details of the applicant's employment and business activities during the previous 10 years.

	<i>Name and address of principal (if self-employed, So state)</i>	<i>Nature of Business</i>	<i>Description of duties in relation to the employment or activity</i>	<i>Period of employment (give exact dates)</i>
1.				
2.				
3.				
4.				

7. Set out below details of two persons (who shall not be related to the applicant, and neither of whom shall have any interest in the success or otherwise of this application) with whom the applicant has had regular contact over the past 5 years and of whom the Council may enquire regarding the applicant's character and reputation.

	<i>Name</i>	<i>Address</i>	<i>Occupation</i>
1.			
2.			

8. Set out any additional information (including any formal qualifications or training and the name of the institution that conducted the course) considered relevant to this application:

9. I declare that all information given in this application and in the attached annexures (if any) are true and correct.

Dated this _____ day of _____ 20__

Signature

FORM 3

reg. 8

SECURITIES INDUSTRY (REGISTRATION OF MARKET PARTICIPANTS) 2002**Application for
registration as a representative**

Application is hereby made for registration as a representative under the Securities Industry Act 1998 and the following statements are made in respect of the application.

1. (a) Applicant's name	Other names
(b) Residential address	Telephone No.
(c) Date of birth	Place of birth
(d) No. of years applicant has Resided in Guyana	Nationality
(e) Occupation for which registration is sought:	
(f) Full name of principal:	
(g) The full address at which the business of the principal is to be carried on:	Telephone No.

(h)	Nature of business of the principal
(i)	Address of place at which Register under regulation 13 will be kept
(j)	Present remuneration arrangement with principal: salary, Council or both
(k)	Directorship in companies in Guyana or elsewhere

2. (Answer “Yes” or “No” in space provided. If “Yes” attach annexures giving all relevant particulars.) Has the applicant within the past 10 years -

- (a) been licensed or registered in any place under any law which requires licensing or registration to deal or trade in securities or act as investment adviser? _____
- (b) been licensed, registered, or otherwise authorised by law to carry on any trade, business or profession in any place? _____
- (c) been refused the right or restricted in his right to carry on any trade, business or profession for which a specific registration, registration or other authority is required by law in any place? _____
- (d) been a shareholder in a member firm of any securities exchange? _____

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- (e) been suspended from membership of any securities exchange or otherwise disciplined by a securities exchange? _____
- (f) been refused membership of any securities exchange? _____
- (g) carried on business under any name other than the name or names shown in this application in paragraph 1 (a)? _____
- (h) been convicted of any offence, other than a traffic offence, in Guyana or elsewhere or are there any proceedings now pending which may lead to such a conviction? _____
- (i) had judgement including findings in relation to fraud, misrepresentation, or dishonesty been given against him in any civil proceedings, in Guyana or elsewhere? (If "Yes", attach annexure giving full details, including whether judgement is unsatisfied) _____
- (j) been refused a fidelity or surety bond, in Guyana or elsewhere? _____
- (k) been declared a bankrupt or compounded with or made an assignment for the benefit of his creditors in Guyana or elsewhere? _____
- (l) been disqualified as a director of a company, or been a director of a company that has gone into receivership or liquidation, in Guyana or elsewhere? _____
3. Has the applicant had any experience in performing the functions of a representative? (Answer "Yes" or "No") If "Yes" attach annexures giving all relevant particulars. _____

4. Set out below details of the applicant's employment and business activities during the previous 10 years:

<u>Name and address of principal (if self-employed, so state)</u>	<u>Nature of business</u>	<u>Description of duties in relation to the employment or activity</u>	<u>Period of employment or activity (give exact dates)</u>

5. Set out below details of two persons (who shall not be related to the applicant, and neither of whom shall have any interest in the success or otherwise of this application) with whom the applicant has had regular contact over the past 5 years and of whom the Council may enquire regarding the applicant's character and reputation:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>

6. Does the applicant have an interest in one or more shares in any company, the shares of which are quoted on a securities exchange, the aggregate of the nominal amount of which constitutes not less than 5per cent of the aggregate of the nominal amount of all issued shares of the company? (Answer "Yes" or "No". If "Yes", give full details of such interest including names of companies and percentage of interest).
-
7. Set out any additional information (including any formal qualifications or training of the applicant and the name of the institution that conducted the course) considered relevant to this application.

8. I declare that all information given in this application and in the attached annexure (if any) are true and correct.

Dated this _____ day of _____ 200__

Signature _____

(Signed by Applicant)

NOTE: (a) This application should be accompanied by a certificate in or to the effect of the following form:

To the Council:

On the basis of due and diligent enquiry made of the background of the applicant named in this form who is in my direct employment or acting for or on behalf of me, and other information available, I believe him or her to be of good character and reputation and to have the competence and experience to perform the function of a representative.

Dated this _____ day of _____ 200__

Signature _____

Name _____

Capacity _____

- (b) The certificate should be signed by each registered person by whom the applicant is to be employed or for or by arrangement with whom he or she is to act.

FORM 4

reg. 20

SECURITIES INDUSTRY (REGISTRATION OF MARKET PARTICIPANTS) REGULATIONS 2002**Notice of change of representative's principal**

1. Name of registered person:

2. Type of registration held and registration number:

5. Residential Address:

4. Notice is hereby given that on the _____ day of _____ 20__ the registered person will cease to be a representative of _____ and that from the _____ day of _____ 20__ the registered person will be a representative of _____ whose principal place of business is at _____

Dated this _____ day of _____ 200__

Signature

Name

SECOND SCHEDULE

reg. 21

REGISTRATION FEES**Securities Intermediary**

On every application for a registration as a securities intermediary to carry on business as a –

(a) broker.....	\$100,000
(b) dealer.....	\$100,000
(c) trader.....	\$100,000
(d) underwriter.....	\$200,000
(e) investment adviser.....	\$150,000

Securities Company

On every application for a registration as a securities company to carry on business as a –

(a) broker.....	\$100,000
(b) dealer.....	\$100,000
(c) underwriter.....	\$200,000
(d) investment adviser.....	\$150,000

Part 2

Miscellaneous

We declare that all information given in this application and in the attached annexures (if any) are true and correct.

Dated this _____ day of _____ 200

*Signature

Signature

(Name of Director)

(Name of Director)

*This application is to be signed by two directors.

FORM 2

reg. 6

SECURITIES INDUSTRY (REGISTRATION OF MARKET PARTICIPANTS) REGULATIONS 2002**Application for
registration as a securities intermediary**

Application is hereby made for registration as a securities intermediary under the Securities Industry Act 1998 and the following statements are made in respect thereof:

Note:

- (1) If space is insufficient to provide details, please attach annexure(s). Any such annexure should be identified as such and signed by the signatory to this application.
- (2) This application shall be accompanied by a detailed statement of the applicant's assets and liabilities and shall be signed by the applicant.

1. Personal particulars of the applicant

(a) Name of applicant: _____

(b) Full address, telephone and fax number of the principal place at which the business of the applicant is/is to be carried on: _____

(c) Residential address: _____

2. (a) indicate area of proposed business for which the applicant requires to be registered as a securities intermediary .
- (b) For each indicated area of proposed business, state in detail the manner in which the business will be conducted and the experience of the applicant and his management staff in that business.
- (c) Describe in detail the organisational structure and internal control procedures which the applicant has adopted or proposes to adopt in the conduct of his business.
3. The type of clients with whom the applicant proposes to do business.
- _____
- _____
4. Is the applicant a director of any company in Guyana or elsewhere? (Answer "Yes" or "No".) If "Yes", using an annexure, give details of -
- (a) names of the companies;
- (b) places of incorporation; and
- (c) the relevant interests.

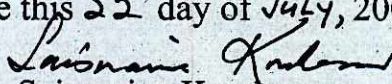
(Answer questions "Yes" or "No" in space provided. If "Yes", attach annexures giving all relevant particulars.)

5. Has the applicant within the past 10 years - Answer
- (a) been licensed registered or registered in any place under any law which requires licensing or registration in relation to dealing in securities or acting as investment adviser? _____
- (b) been licensed, registered or otherwise authorised by law to carry on any trade, business or profession in any place? _____

Representative

On every application for a registration as a –

- (a) securities intermediary's representative.....\$20,000
- (b) securities company's representative.....\$20,000

Made this 22nd day of July, 2002

Saisnarine Kowlessar

Minister of Finance

EXPLANATORY NOTE**(This note is not part of the Regulations)**

1. These Regulations are made by the Minister of Finance in exercise of the powers conferred on him by section 126(7) and by section 126(1)(a) read with section 48(1) of the Securities Industry Act 1998 (“the Act”).
2. The Act requires that all persons who wish to engage in securities business (i.e. “market participants”) must first be registered by the Securities Council. These Regulations govern applications for the registration of securities companies, securities intermediaries and their respective representatives by the Securities Council, and related matters.
3. Regulation 1 makes provision for the citation and commencement of the Regulations and regulation 2 contains interpretation provisions.
4. Regulation 3 empowers the Securities Council to register a corporate body as a securities company, and requires the certificate of registration to specify the securities business activity or activities that the securities company is permitted to undertake, but provides that the Council shall refuse to register an applicant unless it meets the conditions specified in sub-paragraphs (a) to (j) of paragraph (3). Paragraph (4) of regulation 3 defines the factors (honesty, integrity and competence) to which the Securities Council shall have regard in determining whether an applicant is a “fit and proper” person to be registered as a securities company.
5. The Securities Council shall not refuse an application for registration as a securities company without first giving the applicant an opportunity of being heard and, if it refuses the application, must notify the applicant of the reasons for refusal (paragraph (7) of regulation 4).

6. Regulation 4 covers the form and manner of application for registration as a securities company.
7. Regulation 5 empowers the Securities Council to register an individual as a securities intermediary, and requires the certificate of registration to specify the securities business activity or activities that the securities intermediary is permitted to undertake, but provides that the Council shall refuse to register an applicant unless he meets the conditions specified in sub-paragraphs (a) to (h) of paragraph (3). Paragraph (4) of regulation 5 defines the factors (honesty, integrity and competence) to which the Securities Council shall have regard in determining whether an applicant is a “fit and proper” person to be registered as a securities intermediary.
8. The Securities Council shall not refuse an applicant for registration as a securities intermediary without first giving the applicant an opportunity of being heard and, if it refuses the application, must notify the applicant of the reasons for refusal (paragraph (6) of regulation 5).
9. Regulation 6 covers the form and manner of application for registration as a securities intermediary.
10. Regulation 7 empowers the Securities Council to register an individual as a representative of a securities company or intermediary, but provides that the Council shall refuse to register a representative unless he meets the conditions specified in sub-paragraphs (a) to (d) of paragraph (2). Paragraph (3) of regulation 7 defines the factors (honesty, integrity and competence) to which the Securities Council shall have regard in determining whether an applicant is a “fit and proper” person to be registered as a representative.
11. Regulation 8 covers the form and manner of application for registration as a representative.
12. Every representative must be accredited to a principal (regulation 9), and the representative must notify the Securities Council of any proposed change in his principal (regulation 20).
13. The Securities Council is empowered to impose such reasonable

conditions as it considers necessary in a certificate of registration (regulation 10), and to issue directions to registered persons when they are in contravention of the Act or a regulation made under the Act, or where the Council considers it necessary for the protection of investors (regulation 12).

14. Regulation 13 requires the Securities Council to maintain a register of registered persons containing their material particulars (which register is open to free inspection), and a registered person is obliged to notify the Securities Council of any change in the registered particulars (regulation 14).
15. Regulations 15-19 deal with ancillary matters relating to form directions, manner of application, change in circumstances, general conditions and display of the certificate respectively.
16. Regulation 21 empowers the Securities Council to charge the registration fees specified in the Second Schedule.
17. The First Schedule to the Regulations prescribes the forms of application for registration as a securities company (Form 1), as a securities intermediary (Form 2) and as a representative (Form 3). Form 4 is the form prescribed to notify a change in a representative's principal.
18. The Second Schedule to the Regulations prescribes the fees payable for registration by the Securities Council.