THE SECURITIES ACT, 2016

ARRANGEMENT OF SECTIONS

PART I Preliminary

Section

- 1. Short title
- 2. Interpretation
- 3. Application of Act to shares owned by Government
- 4. Exemption
- 5. Interpretation in other laws to apply
- 6. Relationship with other laws

PART II

THE SECURITIES AND EXCHANGE COMMISSION

- 7. Securities and Exchange Commission
- 8. Board of Commission
- 9. Functions of Commission
- 10. Commission to regulate foreign capital markets operators and participants
- 11. Commission to prohibit certain activities by licensed persons
- 12. Commission's powers over assets of licensed person
- 13. Committees
- 14. Delegation of functions
- 15. Notification of regulatory decisions
- 16. Chief Executive Officer
- 17. Secretary
- 18. Other staff of Commission
- 19. Code of ethics

PART III

LICENSING OF SECURITIES EXCHANGES AND CLEARING AND SETTLEMENT AGENCIES

- 20. Establishing and maintaining securities market, securities exchanges and clearing and settlement agency
- 21. Application for securities exchange licence and clearing and settlement agency licence
- 22. Consideration and grant of securities exchange licence

- 23. Consideration and grant of clearing and settlement agency licence
- 24. Refusal to grant licence
- 25. Validity of licence
- 26. Variation of licence
- 27. Cancellation or suspension of licence
- 28. Appeals relating to licences

PART IV

SELF-REGULATORY ORGANISATIONS

- 29. Recognition of self-regulatory organisations
- 30. Delegation of powers to self-regulatory organisations
- 31. Rules for self-regulatory organisations

PART V

LICENSING AND REGULATION OF CAPITAL MARKETS OPERATORS

- 32. Licensing of dealers
- 33. Licensing of investment advisers
- 34. Licensing of share transfer agents and representatives
- 35. Regulation of other capital markets operators
- 36. Application for licences
- 37. Consideration and grant of licences
- 38. Conditions for refusal to grant licences
- 39. Validity, terms and conditions of licences
- 40. Variation of conditions of licences
- 41. Revocation of licences
- 42. Annual fee
- 43. Appeals to Tribunal
- 44. Register of licences
- 45. Records kept by licensed person
- 46. Information to be supplied by licensed person
- 47. Annual reports

PART VI

CREDIT RATING AGENCIES

- 48. Establishing and operating a credit rating agency
- 49. Consideration and grant of credit rating agency licence
- 50. Refusal to grant licence
- 51. Validity of licence and non-transferability, etc of licence

- 52. Variation of licence
- 53. Cancellation of licence
- 54. Appeals relating to credit rating agency licence
- 55. Duties of credit rating agency
- 56. Code of Conduct
- 57. Methodologies, models and key rate assumptions
- 58. Disclosures
- 59. Records
- 60. Approval of external credit rating agencies
- 61. Rules for credit rating agencies

PART VII

REGULATION OF SECURITIES EXCHANGES

- 62. Power of Commission to give direction
- 63. Appeal against direction of Commission
- 64. Power of Minister to suspend business of securities
- 65. Management of securities exchange
- 66. Governance fitness standards
- 67. Exchange rules
- 68. Securities exchanges to assist Commission
- 69. Notification of changes and legal proceedings for misconduct
- 70. Annual reports
- 71. Amendment to exchange rules
- 72. Use of certain titles
- 73. Delegation of powers to securities exchange
- 74. Rules relating to securities exchanges

PART VIII

REGISTRATION OF SECURITIES, REGISTERED SECURITIES AND TRADING ON SECURITIES EXCHANGE

- 75. Registration of securities
- 76. Prospectus
- 77. Dealings in securities market not operated by securities exchange prohibited
- 78. Trading in listed registered securities
- 79. Trading in unlisted registered securities
- 80. Registered securities to be traded through licensed dealers
- 81. Continuing obligations for registered securities
- 82. Dematerialisation and maintenance of securities

- 83. Fungibility
- 84. Codes of ethics and governance for capital markets
- 85. Contract notes
- 86. Terms of settlement of bargains in securities, etc.
- 87. Short-selling
- 88. Accounts to be kept by licensed persons
- 89. Financial resources rules
- 90. Investment advisory contracts

PART IX

REGULATION OF CLEARING AND SETTLEMENT AGENCIES

- 91. Power of Commission to give directions to clearing and settlement agency
- 92. Appeal against direction of Commission
- 93. Power of Commission to suspend business of clearing and settlement agency
- 94. Notification of changes and legal proceedings for misconduct
- 95. Annual reports
- 96. Coordination of clearing and settlement agencies
- 97. Asset segregation in securities account
- 98. Exercising control over participant's account
- 99. Holders of record
- 100. Use of clearing and settlement agency as registered owner of securities
- 101. Transfer of securities into clearing and settlement agency
- 102. Transfer by record entry
- 103. Effecting transfer of pledge by record entry
- 104. Blocking account by record entry
- 105. Refusal to open account
- 106. Blocking account by court order
- 107. Settlement of securities
- 108. Limitation on rights of participants
- 109. Withdrawal of securities
- 110. Closure of securities register
- 111. Access to clearing and settlement agency records
- 112. Incorrect entry by clearing and settlement agency

- 113. No liability in extraordinary circumstances
- 114. Insolvency of participant
- 115. Insolvency of clearing and settlement agency
- 116. Utilisation of collateral upon insolvency
- 117. Winding up order
- 118. Netting agreements and procedures
- 119. Rectification of record by Tribunal
- 120. Order of Tribunal

PART X

Collective Investment Schemes and Venture Capital Funds

- 121. Authorisation and regulation of schemes
- 122. Restrictions on promotions
- 123. Authorisation of managers, trustees and custodians
- 124. Trustee or custodian to hold property
- 125. Authorisation of foreign schemes
- 126. Revocation of authorisation
- 127. Directions by Commission on revocation of authorisation
- 128. Rules for collective investment schemes
- 129. Authorisation of venture capital fund
- 130. Rules for venture capital fund

PART XI

MERGERS AND TAKE-OVERS

- 131. Scope of Part
- 132. Take-overs or substantial acquisition
- 133. Creation of mergers
- 134. Consideration of applications for proposed take-overs and mergers
- 135. Power to investigate mergers or take-overs
- 136. Rules on mergers and take-overs

PART XII

Insider Trading

- 137. Reports by insiders
- 138. Prohibition of insider dealing
- 139. Prohibition on disclosing price-sensitive information
- 140. Offence of insider trading