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BOARD NOTICE RAADSKENNISGEWING

BOARD NOTICE 111 OF 2002

Custody and Administration of Securities ACT, 1992 (ACT NO 85 OF 1992)

AMENDMENTS TO THE RULES OF SHARE TRANSACTIONS TOTALLY ELECTRONIC LIMITED (STRATE)

1. In terms of section 12(4) of the Custody and Administration of Securities Act, 1992 (Act No 85 of 1992), it is hereby notified that Share Transactions Totally Electronic Limited (STRATE) has applied to the Registrar for approval to make amendments to its rules, as set forth in the Schedule hereto.
2. In terms of section 12(5)(a) of the said Act members of the public who have any objections to the proposed amendments are hereby called upon to lodge their objections with the Registrar, P O Box 35655, Menlo Park, 0102, within a period of 30 days from the date of publication of this notice.

J VAN ROOYEN

REGISTRAR

SCHEDULE

General explanatory notes:

1. Words in bold in square brackets ([]) indicate deletions from existing rules.
 2. Words underlined with a solid line (____) indicate insertions in existing rules.
- 1. Rule 1.1.5**
- "a reference to writing shall include any mode of representing or reproducing letters, figures or marks in a visible form, including electronic format, whether such mode be Equities or otherwise;"
- 2. Rule 1.1.1.6**
- "The words 'published' and 'notice' shall be interpreted so as to allow the electronic publishing of a notice and to allow a notice to be in electronic format."
- 3. The definitions in rule 1.2**
- "'Eligible securities' means uncertificated or immobilised securities which the controlling body permits, from time to time, to be held in a central securities account;"
 - "'Guaranteed transaction' means a trade in uncertificated securities which is concluded through the [Johannesburg Equities Trading System] JSE trading system and which is guaranteed in terms of the rules and directives of the JSE Securities Exchange South Africa;"

- "Issuer of [uncertificated] securities' means an entity which issues securities and whose securities are accepted for deposit by the CSD;"
- "'Off-market trade' means a trade in uncertificated securities which is not concluded through the [Johannesburg Equities Trading System] JSE trading system and which is reported by the seller and the purchaser of the uncertificated securities to the relevant CSD participant for settlement through the CSD;"
- "'Own name client' means a client whose own name appears in the uncertificated securities account of the CSD participant and who has [instructed the CSD participant in the client mandate that a direct relationship between the client and issuer is to be maintained] complied with the criteria as prescribed in a directive;"
- "'SAAS' means South African [Accounting] Auditing Standards"

4. Power – rule 2.2.2

"The controlling body shall at all times act in a prudent and efficient manner with due regard to the public interest, the interest of clients, CSD participants and issuers of [uncertificated] securities."

5. Notices – rule 4.9

- "4.9.1 "Every CSD participant shall notify the controlling body of a physical address, an electronic mail address and a secured Equities delivery mechanism address at which that CSD participant shall accept the delivery of all notices issued by the CSD in terms of the rules."
- "4.9.2 The controlling body shall notify the CSD participants of a physical address, an electronic mail address and a secured Equities delivery mechanism address at which the CSD shall accept the delivery of all notices from the CSD participants."
- "4.9.3 Any notice given by the CSD to a CSD participant or given by a CSD participant to the CSD in terms of the rules shall be in writing, and may be delivered by means of a secured Equities delivery mechanism, electronic mail or by hand or by registered post."
- "4.9.4 Any notice transmitted by a secured Equities delivery mechanism or electronic mail before 15:00 on a business day, shall be deemed, until the contrary is proved, to have been received on the date of confirmation of the transmission."

6. Right of appeal – rule 4.10

- "4.10.3 The Registrar shall deal with the request with due regard to:
- 4.10.3.3 the documentary or oral evidence, including evidence in electronic format, submitted or given by any person at the request or with the permission of the Registrar; and"

7. Conduct and ethics – rule 5

- "5.1 The business of the CSD shall be carried out with due regard to the public interest and the interest of owners, clients, CSD participants and issuers of [uncertificated] securities."

8. "Securities issued by a company incorporated and listed [in the United Kingdom] overseas with a secondary listing on the JSE"

"6.9.2 In relation to rule 6.9 and in compliance with the laws of the United Kingdom or other legal jurisdictions -

6.9.2.1 eligible securities include immobilised securities; and

6.9.2.2 immobilised means in relation to securities other than uncertificated securities, that the legal title to the securities is registered in the name of the nominee or custodian and the certificates or other documents of title are held in safe custody."

"6.9.3 In relation to eligible securities issued by an overseas company with a secondary listing on the JSE, the CSD participant shall ensure that it complies with the applicable rules, directives and notices issued by the controlling body from time to time."

9. Maintenance of Information – rule 7.2

"7.2 The retention of any information in terms of the Act, the rules and directives may be effected in any manner including electronically and where information is retained electronically, the provisions relating to the maintenance of information in the Electronic Communications and Transactions Act 25 of 2002 as amended shall apply [any computer as defined in section 1(1) of the Computer Evidence Act, 1983 (Act no. 57 of 1983) disc, tape or other device in which sounds or data (not being visual images) are retained so as to be capable, with or without the aid of some other instrument, of being reproduced]."

10. Client mandate – rule 7.3

"7.3.2.4 Any fee or charge increase shall only become effective upon 30 [calender] calendar days written notice by the CSD participant of the increase."

11. Compliance Officer – rule 7.6

"7.6.4 Except where the controlling body may otherwise direct, a CSD participant shall not carry on business for more than [three] six months in any continuous period of twelve months unless such CSD participant has appointed a compliance officer in terms of 7.6.1."

"7.6.5 In the absence of a duly appointed compliance officer or where a compliance officer post has become vacant, a temporary compliance officer shall be appointed for no longer than [three] six months."

12. Penalties – rule 9.9

"9.9.7 Any fine and or costs paid to the CSD pursuant to an award made by a disciplinary committee or a Tribunal shall be paid [into the general funds of the CSD] as the Controlling Body may direct."

RAADSKENNISGEWING 111 VAN 2002**WET OP DIE BEWARING EN ADMINISTRASIE VAN EFFEKTE 1992 (WET NO 85 VAN 1992)****WYSIGING VAN DIE REËLS VAN SHARE TRANSACTIONS TOTALLY ELECTRONIC BEPERK
(STRATE)**

1. Ingevolge artikel 12(4) van die Wet op die Bewaring en Administrasie van Effekte, 1992 (Wet No 85 van 1992), word hierby bekendgemaak dat Share Transactions Totally Electronic Beperk (STRATE) by die Registrateur aansoek gedoen het om goedkeuring om wysigings van sy reëls, soos in die Bylae hiervan uiteengesit.
2. Ingevolge artikel 12(5)(a) van genoemde Wet word alle lede van die publiek wat beswaar het teen die voorgestelde wysigings, hierby versoek om hul besware binne 'n tydperk van 30 dae vanaf die datum van hierdie kennisgewing by die Registrateur, Posbus 35655, Menlo Park, 0102, in te dien.

J VAN ROOYEN**REGISTRATEUR****BYLAE****Algemene verduidelikende aantekeninge:**

1. Woorde in vierkantige hakies ([]) dui skrappings uit die bestaande reëls aan.
2. Woorde met 'n volstreep daaronder (_____) dui invoegings in die bestaande reëls aan.
3. **Reël 1.1.5**

"sal 'n verwysing na skrif, enige wyse van weergawe oflewering van briewe, syfers of merke in 'n sigbare vorm, insluitend elektroniese formaat insluit ongeag of dit van toepassing is op Effekte of andersins."

4. **Reël 1.1.6**

"Die woorde 'gepubliseer' en 'kennisgewing' moet op so 'n wyse gëinterpretéer word sodat dit elektroniese publisering van 'n kennisgewing en kennisgewings in elektroniese formaat insluit."

3. **Die definisies in reël 1.2**

- "gesikte effekte" ongesertifiseerde of gëimmobiliseerde sekuriteite wat die beherende liggaam van tyd tot tyd toelaat om in 'n sentrale effekte-rekening te hou;"
- "gewaarborgde transaksie" beteken 'n verhandeling in ongesertifiseerde effekte wat gesluit is deur die [Johannesburgse Effekte Verhandelingstelsel] JSE Verhandelingstelsel en wat gewaarborg is ingevolge die reëls en voorskrifte van die JSE[Johannesburgse Aandelebeurs] Sekuriteitebeurs Suid-Afrika;"

- "uitreiker van [ongesertifiseerde] effekte' 'n entiteit wat effekte uitrek en wie se effekte aanvaar word vir deponering deur die SEB;"
- ""buitemarkverhandeling' 'n verhandeling in ongesertifiseerde effekte wat nie deur die [Johannesburgse Effekte-Verhandelingstelsel] JSE Verhandelingstelsel gedoen is nie en wat deur die verkoper en koper van die ongesertifiseerde effekte aangemeld word by die betrokke SEB deelnemer vir vereffening deur die SEB;"
- "Eie naam kliënt" 'n kliënt wie se eie naam in die ongesertifiseerde effekterekening van die SEB-deelnemer verskyn en wie [opdrag gegee het aan die SEB-deelnemer in die kliëntmandaat dat 'n direkte verhouding tussen die kliënt en uitreiker in stand gehou moet word] voldoen aan die vereistes voorgeskryf in 'n voorskrif;"
- "SAQ[R]S' die Suid-Afrikaanse Rekeningkundige S|Ouditstandaarde"

4. Magte – reël 2.2.2

"Die beherende liggaam sal ten alle tye verstandig en bekwaam optree met die nodige ontsag vir die openbare belang, die belang van kliënte, SEB-deelnemers en uitreikers van [ongesertifiseerde] effekte."

6. Kennisgewings – reël 4.9

- "4.9.1 "Elke SEB-deelnemer moet die beherende liggaam in kennis stel van 'n fisiese adres, 'n elektroniese posadres en 'n beveiligde elektroniese Effekte-leweringstelseladres waar sodanige SEB-deelnemer die lewering van alle kennisgewings uitgereik deur die SEB ingevolge die reëls kan aanvaar."
- "4.9.2 Die beherende liggaam moet die SEB-deelnemers in kennis stel van 'n fisiese adres, 'n elektroniese posadres en 'n beveiligde elektroniese Effekte-leweringstelseladres waar die SEB die lewering van alle kennisgewings vanaf die SEB-deelnemers kan aanvaar."
- "4.9.3 Enige kennisgiving verstrek deur die SEB aan 'n SEB-deelnemer of verstrek deur 'n SEB-deelnemer aan die SEB ingevolge die reëls, moet skriftelik wees en mag gelewer word per beveiligde Effekte-leweringstelseladres, elektroniese pos, per hand of per geregistreerde pos."
- "4.9.4 Enige kennisgiving versend deur 'n beveiligde Effekte-leweringstelsel of elektroniese pos voor 15:00 op 'n sakedag, sal geag word, tot die teendeel bewys is, ontvang te wees op die datum van bevestiging van die versending."

6. Reg tot Appèl – reël 4.10

- "4.10.3 Die Registrateur sal die versoek hanteer met inagneming van:
- 4.10.3.3 die dokumentêre of mondeline getuens, insluitend getuenis in elektroniese formaat, voorgelê of gegee deur enige persoon op versoek of met die toestemming van die Registrateur; en"

7. Gedrag en etiek – reël 5

- "5.1 Die SEB moet sy besigheid bedryf met behoorlike inagneming van die openbare belang en die belang van eienaars, kliënte, SEB-deelnemers en uitreikers van [ongesertifiseerde] effekte."

8. "Effekte wat uitgereik is deur 'n maatskappy wat gëinkorporeer en genoteer is [in die Verenigde Koninkryk] oorsee met 'n sekondêre notering op die JSE"

- "6.9.2 Met verwysing na reël 6.9 en ter voldoening met die wette van die Verenigde Koninkryk of ander regmatige jurisdiksies -
- 6.9.2.1 geskikte sekuriteite sluit in gëimmobiliseerde sekuriteite; en
- 6.9.2.2 immobiliseerd met betrekking tot sekuriteite anders as ongesertifiseerde sekuriteite, beteken dat die regsgeldige titelbewys tot die sekuriteite geregistreer is in die naam van die genomineerde of bewaarder en die sertifikate of ander dokumente word in veilige bewaring gehou."
- "6.9.3 Met betrekking tot geskikte sekuriteite wat uitgereik is deur 'n oorsese maatskappy met 'n sekondêre notering op die JSE, rus die onus op die SEB-deelnemer ten einde te verseker dat dit voldoen aan die toepaslike reëls, voorskrifte en kennisgewings wat deur die beherende liggaam van tyd tot tyd uitgereik word."**

9. Hou van inligting – reël 7.2

- "7.2 Die hou van enige inligting kragtens die Wet, die reëls en voorskrifte kan op enige wyse gedoen word insluitend elektronies en waar inligting elektronies gestoor word, sal die bepalings wat van toepassing is op die bewaring van inligting in die Wet op Elektroniese Kommunikasie en Transaksies 25 van 2002 soos gewysig van toepassing wees. [by wyse van 'n rekenaar soos omskryf in artikel 1(1) van die Wet op Rekenaargetulenis, 1983 (Wet no 57 van 1983), disket, band of ander toestel waarin klanke of data (nie visuele beelde) gehou word sodat dit met of sonder die hulp van 'n ander instrument geproduseer kan word.]"

10. Kliëntmandaat – reël 7.3

- "7.3.2.4 Enige verhoging van gelde of heffings sal eers in werking tree na 30 kalender dae kennisgewing daarvan deur 'n SEB-deelnemer van so 'n verhoging."

11. Voldoeningsbeampte – reël 7.6

- "7.6.4 Behalwe waar die beherende liggaam andersins kan beveel, mag 'n SEB-deelnemer nie vir meer as [drie] ses maande in enige aaneenlopende tydperk van twaalf maande aangaan met besigheid nie, tensy sodanige SEB-deelnemer 'n voldoeningsbeampte ingevolge 7.6.1 aangestel het."
- "7.6.5 In die afwesigheid van 'n behoorlik aangestelde voldoeningsbeampte of waar 'n voldoeningsbeampte-pos vakant geraak het, moet 'n tydelike voldoeningsbeampte vir nie langer as [drie] ses maande aangestel word."

12. Boetes – reël 9.9

- "9.9.7 Enige boete of koste betaal aan die SEB ingevolge 'n toekennings gemaak deur 'n dissiplinêre komitee of 'n Tribunaal moet [in die algemene fondse van die SEB betaal word] betaal word soos voorgeskryf deur die Beherende Liggaam."

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