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GOVERNMENT GAZETTE

STAATSKOERANT

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No. 16721

OFFICE OF THE PRESIDENT

No. 1517.

4 October 1995

It is hereby notified that the President has assented to the following Act which is hereby published for general information:—

No. 54 of 1995: Stock Exchanges Control Amendment Act, 1995.

KANTOOR VAN DIE PRESIDENT

No. 1517.

4 Oktober 1995

Hierby word bekend gemaak dat die President sy goedkeuring gegee het aan die onderstaande Wet wat hierby ter algemene inligting gepubliseer word:—

No. 54 van 1995: Wysigingswet op Beheer van Effektebeurse, 1995.

GENERAL EXPLANATORY NOTE:

[] Words in bold type in square brackets indicate omissions from existing enactments.

 Words underlined with a solid line indicate insertions in existing enactments.

ACT

To amend the Stock Exchanges Control Act, 1985, so as to insert, amend or delete certain definitions; to further regulate the delegation of powers and assignment of duties by committees of stock exchanges; to make further provision for the carrying on of the business of a stock exchange and the buying and selling of listed securities; to make provision for the managing of investments; to regulate anew the issue and renewal of stock exchange licenses; to make further provision for the contribution to and distribution of funds of a stock exchange; to make further provision for the rules of a stock exchange; to make provision for a limitation on the financial interest of the president of a stock exchange; to provide for the separation of the funds of a member and of other persons; to further regulate the committee's duties in relation to the listing of securities; to further regulate the disclosure of information by issuers of securities which are listed; to further regulate rights of appeal against certain decisions, and the powers of boards of appeal in connection therewith; to make further provision for the buying of securities for payment, or otherwise than for payment, against the offer of delivery of such securities; to make further provision for the signing of certain forms for purposes of transferring securities; to make further provision for the sale of securities otherwise than by means of a bear sale; to provide that the Minister of Finance may prescribe different or additional provisions for delivery of and payment for listed securities; to make further provision for limitations and qualifications in respect of the purchasing or selling of securities, and repudiations thereof; to make further provision for the prohibition of bear sales by certain directors and shareholders; to make further provision for the establishment and maintenance of a guarantee fund in respect of liabilities of members; to further regulate the marking of securities; to further regulate the restriction on borrowing against and the repledging of securities of non-members; to further regulate advertising and canvassing relating to securities; to further regulate manipulative practices; to make further provision for the appointment of auditors, and for the auditing and the reporting of irregularities by such auditors; to make further provision for the inspection of non-approved or unlicensed persons; to provide for the disclosure of information by stock exchanges to other domestic or to foreign exchanges; to further regulate the powers of the Registrar in attending certain meetings and the furnishing of certain information to him; to improve and extend certain provisions relating to penalties; to further regulate the power of courts to declare certain convicted members disqualified; to provide for the limitation of certain liabilities; and to delete redundant and obsolete provisions; to provide that the Stock Exchanges Control Act, 1985, shall apply throughout the Republic; and to provide for matters connected therewith.

ALGEMENE VERDUIDELIKENDE NOTA:

[] Woorde in vet druk tussen vierkantige hake dui skappings uit bestaande verordenings aan.

_____ Woorde met 'n volstreep daaronder, dui invoegings in bestaande verordenings aan.

WET

Tot wysiging van die Wet op Beheer van Effektebeurse, 1985, ten einde sekere omskrywings in te voeg, te wysig of te skrap; die delegering van bevoegdhede en toewysing van pligte deur komitees van effektebeurse verder te reël; verder voorsiening te maak vir die dryf van die besigheid van effektebeurse en die koop en verkoop van genoteerde effekte; voorsiening te maak vir die bestuur van beleggings; die uitreiking en hernuwing van effektebeurslisensies opnuut te reël; verder voorsiening te maak vir die hydra tot en verdeling van fondse van 'n effektebeurs; verder voorsiening te maak vir die reëls van 'n effektebeurs; voorsiening te maak vir 'n beperking op die finansiële belange van die president van 'n effektebeurs; voorsiening te maak vir die skeiding van die fondse van 'n lid en van ander persone; die komitee se pligte met betrekking tot die notering van effekte verder te reël; die bekendmaking van inligting deur uitreikers van effekte wat genoteer is verder te reël; regte van appèl teen sekere besluite, en die bevoegdhede van rade van appèl in verband daarmee, verder te reël; verder voorsiening te maak vir die koop van effekte teen betaling, of anders as teen betaling, by die aanbieding van lewering van sodanige effekte; verder voorsiening te maak vir die ondertekening van sekere vorms vir doeleindes van oordrag van effekte; verder voorsiening te maak vir die verkoop van effekte anders as by wyse van 'n daalverkoop; voorsiening te maak dat die Minister van Finansies verskillende of bykomende bepalings vir lewering van en betaling vir genoteerde effekte kan voorskryf; verder voorsiening te maak vir beperkings en kwalifikasies met betrekking tot die koop of verkoop van effekte, en ontkenings daarvan; verder voorsiening te maak vir die verbod op daalverkope deur sekere direkteure en aandeelhouders; verder voorsiening te maak vir die stigting en instandhouding van 'n waarborgfonds ten opsigte van verpligtinge van lede; die merk van effekte verder te reël; die beperking op leen teen en herverpanding van effekte van nie-lede verder te reël; advertering en werwing met betrekking tot effekte verder te reël; manipulerende praktyke verder te reël; verder voorsiening te maak vir die aanstelling van ouditeure, en vir die ouditering en die verslagdoening van onreëlmatighede deur sodanige ouditeure; verder voorsiening te maak vir die inspektering van persone wat nie goedgekeur is nie of ongelisensieer is; voorsiening te maak vir die openbaarmaking van inligting deur effektebeurse aan ander plaaslike of aan buitelandse beurse; die bevoegdhede van die Registrateur om vergaderings by te woon en die verstrekking van sekere inligting aan hom verder te reël; sekere bepalings ten opsigte van strawwe te verbeter en uit te brei; die bevoegdhede van howe om sekere lede wat skuldig bevind is onbevoeg te verklaar verder te reël; voorsiening te maak vir die beperking van sekere aanspreeklikhede; en om sekere oortollige en verouderde bepalings te skrap; om voorsiening te maak dat die Wet op Beheer van Effektebeurse, 1985, oral in die Republiek van toepassing is; en om voorsiening te maak vir aangeleenthede wat daarop betrekking het.

(English text signed by the President.)
(Assented to 28 September 1995.)

BE IT ENACTED by the Parliament of the Republic of South Africa, as follows:—

Amendment of section 1 of Act 1 of 1985, as amended by section 14 of Act 50 of 1986, section 24 of Act 51 of 1988, section 25 of Act 54 of 1989, section 38 of Act 55 of 1989, section 29 of Act 97 of 1990, section 13 of Act 64 of 1990, section 10 of Act 54 of 1991 and section 56 of Act 104 of 1993 5

1. Section 1 of the Stock Exchanges Control Act, 1985 (hereinafter referred to as the principal Act), is hereby amended—

- (a) by the substitution for the definition of “bank” of the following definition: 10
 “ ‘bank’ means any bank as defined in the Banks Act, 1990 (Act No. 94 of 1990); ”;
- (b) by the substitution for the definition of “bear sale” of the following definition:
 “ ‘bear sale’ means the sale of listed securities of which the seller is not the owner at the date of sale; ”;
- (c) by the deletion of the definitions of “carrier against shares” and “cash sale price”; 15
- (d) by the insertion before the definition of “committee” of the following definition:
 “ ‘carrying on the business of a stock exchange’ includes the carrying on of a business by any person or association which constitutes, maintains or provides a marketplace, system or facility for bringing together buyers and sellers of securities; ”;
- (e) by the substitution for the definition of “committee” of the following definition 20
 “ ‘committee’ [in relation to a stock exchange] means the [executive authority] governing body managing the affairs of [that] the stock exchange; ”;
- (f) by the deletion of the definition of “licensed stock exchange”; 25
- (g) by the insertion after the definition of “listed securities” of the following definition: 30
 “ ‘member’ means any person who is qualified in terms of the rules to carry on the business of buying and selling listed securities and who has been admitted as a member of a stock exchange; ”;
- (h) by the deletion of the definition of “minimum cover”; 35
- (i) by the deletion of the definition of “odd-lot transaction”; 35
- (j) by the insertion after the definition of Minister of the following definition:
 “ ‘person includes a partnership; ”;
- (k) by the insertion after the definition of “regulation” of the following definition:
 “ ‘rule’ means a rule made under section 12; ”;
- (l) by the substitution for the definition of “stock-broker” of the following definition: 40
 “ ‘stock-broker’ means any natural person who is a member or who is an officer or employee of a member, and who is authorised and qualified under the rules of the stock exchange concerned to be a stock-broker and to carry on the business of the member; ”;
- (m) by the substitution for the definition of “stock exchange” of the following definition: 45
 “ ‘stock exchange’ means any association licensed in terms of section 9 to carry on the business of a stock exchange; ”;
- (n) by the deletion of the definition of “stock exchange licence”; 50
- (o) by the insertion after the definition of “stock exchange” of the following definition:

(Engelse teks deur die President geteken.)
(Goedgekeur op 28 September 1995.)

DAAR WORD BEPAAL deur die Parlement van die Republiek van Suid-Afrika, soos volg:—

Wysiging van artikel 1 van Wet 1 van 1985, soos gewysig deur artikel 14 van Wet 50 van 1986, artikel 24 van Wet 51 van 1988, artikel 25 van Wet 54 van 1989, artikel 38 van Wet 55 van 1989, artikel 29 van Wet 97 van 1990, artikel 13 van Wet 64 van 1990, artikel 10 van Wet 54 van 1991 en artikel 56 van Wet 104 van 1993

1. Artikel 1 van die Wet op Beheer van Effektebeurse, 1985 (hieronder die Hoofwet genoem), word hierby gewysig—

- (a) deur die omskrywing van “bank” deur die volgende omskrywing te vervang:

10 “ ‘bank’ ’n bank soos omskryf in die Bankwet, 1990 (Wet No. 94 van 1990);”;
- (b) deur die omskrywing van “daalverkoop” deur die volgende omskrywing te vervang:

15 “ ‘daalverkoop’ die verkoop van genoteerde effekte waarvan die verkoper op die datum van verkoop nie die eienaar is nie;”;
- (c) deur die volgende omskrywings na die omskrywing van “daalverkoop” in te voeg:

20 “ ‘die Wet’ of ‘hierdie Wet’ ook die regulasies;
 ‘dryf van die besigheid van ’n effektebeurs’ ook die dryf van ’n besigheid deur ’n persoon of vereniging wat ’n markplek, stelsel of fasiliteit daartel, in stand hou of voorsien vir die bymekaarbring van kopers en verkopers van effekte;”;
- (d) deur die omskrywing van “effektebeurs” deur die volgende omskrywing te vervang:

25 “ ‘effektebeurs’ ’n vereniging ingevolge artikel 9 gelisensieer om die besigheid van ’n effektebeurs te dryf;”;
- (e) deur die omskrywing van “effektebeurslisensie” te skrap;
- (f) deur die omskrywing van “effektemakelaar” deur die volgende omskrywing te vervang:

30 “ ‘effektemakelaar’ ’n natuurlike persoon wat ’n lid of wat ’n beampte of werknemer van ’n lid is, en wat kragtens die reëls van die betrokke effektebeurs gemagtig en bevoeg is om ’n effektemakelaar te wees en om die besigheid van die lid te dryf;”;
- (g) deur die omskrywings van “geldskieter teen aandele” en “gelisensieerde effektebeurs” te skrap;
- (h) deur die omskrywing van “komitee” deur die volgende omskrywing te vervang:

35 “ ‘komitee’ [met betrekking tot ’n effektebeurs] die [uitvoerende gesag] beherende liggaam wat die sake van [daardie] die effektebeurs bestuur;”;

40 “ ‘lid’ ’n persoon wat bevoeg is ingevolge die reëls om die besigheid van koop of verkoop van genoteerde effekte te dryf en wat toegelaat is as ’n lid van ’n effektebeurs;”;
- (i) deur die omskrywing van “kontant-verkoopprys” te skrap;
- (j) deur die volgende omskrywing na die omskrywing van “kontant-verkoopprys” in te voeg:

45 “ ‘lid’ ’n persoon wat bevoeg is ingevolge die reëls om die besigheid van koop of verkoop van genoteerde effekte te dryf en wat toegelaat is as ’n lid van ’n effektebeurs;”;
- (k) deur die omskrywings van “los-hoeveelhede-transaksie” en “minimum dekking” te skrap;
- (l) deur die volgende omskrywing na die omskrywing van “Minister” in te voeg:

50 “ ‘persoon’ ook ’n vennootskap;”;
- (m) deur die volgende omskrywing na die omskrywing van “president” in te voeg:

- “‘the Act’ or ‘this Act’ includes the regulations;”; and
 (p) by the addition of the following subsection, the existing section becoming subsection (1):

“(2) In construing the definition of “bear sale”, listed securities which are borrowed shall be deemed not to become the property of the borrower.”.

Substitution of section 2A of Act 1 of 1985, as inserted by section 26 of Act 51 of 1988 and amended by section 29 of Act 97 of 1990 and section 11 of Act 54 of 1991

2. The principal Act is hereby amended by the substitution for section 2A of the following section:

“Delegation of powers and assignment of duties

2A. The committee may—

- (a) subject to such conditions as it may determine, delegate or assign any power or duty conferred upon or assigned to it by or under this Act to a subcommittee or such person as it deems fit, but shall not thereby be divested or relieved of any power or duty so delegated or assigned; and
 (b) delegate to a disciplinary tribunal to be established in terms of the rules the power to hear and adjudicate any complaint or charge against a member or an officer or employee of a member and, where appropriate, to impose any penalty.”.

Substitution of section 3 of Act 1 of 1985, as amended by section 15 of Act 50 of 1986, section 27 of Act 51 of 1988, section 26 of Act 54 of 1989 and section 38 of Act 55 of 1989

3. Section 3 of the principal Act is hereby amended—

- (a) by the substitution for the heading of the following heading:

“Restriction on right to carry on business of stock exchange or of buying and selling listed securities”;

- (b) by the substitution for subsection (2) of the following subsection:

“(2) No person shall carry on the business of buying and selling listed securities unless—

- (a) (i) in the case of such buying and selling on behalf of other persons, or

(ii) in the case of such buying and selling on own account, he is a member or is an officer or employee of a member, and is authorised under the rules to do such buying and selling; or

- (b) he is an officer or employee of a bank and such buying and selling is effected in the course of the bank’s business and in accordance with such conditions as the Registrar may from time to time determine by notice in the *Gazette*, and is restricted to transactions entered into—

(i) to give effect to a reconstruction of a company by the issue of new shares or a take-over by one company of another or a merger of two or more companies; or

(ii) with a view to the taking over of a company as regards control of its management, policy or business; or

- (c) he effects such buying and selling through a member if he is not a member or an officer or employee referred to in paragraphs (a) or (b).”;

- (c) by the deletion of subsections (5) and (6);

- (d) by the substitution in paragraph (a) of subsection (7) for the words preceding subparagraph (i) of the following words:

“a person shall not be deemed to be carrying on the business of buying and selling listed securities unless, in the opinion of the Registrar—”;

- (e) by the deletion of paragraph (b) of subsection (7); and

- (f) by the deletion of subsection (8).

- “reël” ’n reël kragtens artikel 12 uitgevaardig;” en
 (n) deur die volgende subartikel by te voeg terwyl die bestaande artikel subartikel (1) word:

5 “(2) By die uitleg van die omskrywing van “daalverkoop” word genoteerde effekte wat geleen is nie geag die eiendom van die lener te word nie.”.

Vervanging van artikel 2A van Wet 1 van 1985, soos ingevoeg deur artikel 26 van Wet 51 van 1988 en gewysig deur artikel 29 van Wet 97 van 1990 en artikel 11 van Wet 54 van 1991

- 10 2. Artikel 2A van die Hoofwet word hierby deur die volgende artikel vervang:

“Delegering van bevoegdheide en toewysing van pligte

2A. Die komitee kan—

- 15 (a) onderworpe aan die voorwaardes wat hy bepaal, enige bevoegdheid of plig by of kragtens hierdie Wet aan hom verleen of opgedra, aan ’n subkomitee of iemand wat hy goed ag, deleger of opdra, maar word nie daardeur ontdoen of onthef van ’n bevoegdheid of plig aldus gedelegeer of opgedra nie; en
 20 (b) die bevoegdheid om ’n klagte of aanklag teen ’n lid of ’n beampte of werknemer van ’n lid aan te hoor en te bereg en, waar toepaslik, om enige straf op te lê aan ’n dissiplinêre tribunaal wat ingevolge die reëls ingestel moet word, deleger.”.

Vervanging van artikel 3 van Wet 1 van 1985, soos gewysig deur artikel 15 van Wet 50 van 1986, artikel 27 van Wet 51 van 1988, artikel 26 van Wet 54 van 1989 en artikel 38 van Wet 55 van 1989

- 25 3. Artikel 3 van die Hoofwet word hierby gewysig—

- (a) deur die opskrif deur die volgende opskrif te vervang:

“Beperking op reg om besigheid te dryf as effektebeurs of van koop en verkoop van genoteerde effekte”;

- 30 (b) deur subartikel (2) deur die volgende subartikel te vervang:

“(2) Niemand mag die besigheid van die koop en verkoop van genoteerde effekte dryf nie, tensy hy—

- (a) (i) in die geval van sodanige koop en verkoop ten behoeve van ander persone, of
 35 (ii) in die geval van sodanige koop en verkoop vir eie rekening, ’n lid of ’n beampte of werknemer van ’n lid is, en kragtens die reëls gemagtig is om sodanige koop en verkoop te doen; of
 (b) ’n beampte of werknemer van ’n bank is en sodanige koop en verkoop geskied in die loop van die bank se besigheid en ooreenkomstig die voorwaardes wat die Registrateur van tyd tot tyd by kennisgewing in die *Staatskoerant* bepaal, en beperk is tot transaksies aangegaan—
 40 (i) om uitvoering te gee aan ’n rekonstruksie van ’n maatskappy deur die uitgifte van nuwe aandele of ’n oorname deur een maatskappy van ’n ander of ’n samesmelting van twee of meer maatskappye; of
 45 (ii) met die oog op die oorname van ’n maatskappy wat betref beheer van sy bestuur, beleid of besigheid; of
 (c) sodanige koop en verkoop deur bemiddeling van ’n lid uitvoer indien hy nie ’n lid of ’n beampte of werknemer soos bedoel in paragrafe (a) of (b) is nie.”;
 50 (c) deur subartikels (5) en (6) te skrap;
 (d) deur in paragraaf (a) van subartikel (7) die woorde wat subparagraaf (i) voorafgaan deur die volgende woorde te vervang:
 “word ’n persoon nie geag die koop en verkoop van genoteerde effekte as besigheid te dryf nie tensy, na die Registrateur se oordeel—”;
 55 (e) deur paragraaf (b) van subartikel (7) te skrap; en
 (f) deur subartikel (8) te skrap.

Substitution of section 4 of Act 1 of 1985, as amended by section 9 of Act 7 of 1993 and section 57 of Act 104 of 1993

4. The following section is hereby substituted for section 4 of the principal Act:

“Restrictions on managing investments

4. (1) No person shall, as a regular feature of his business, manage investments on behalf of another person, and for such management receive any remuneration in whatever form, other than fees charged by a member for the buying and selling of securities, unless he—
- (a) is a member authorised in terms of the rules to manage investments on behalf of another person, is a person who has been approved by the Registrar or is a person who falls within a category of persons approved by the Registrar;
 - (b) has a written mandate to do so from the other person; and
 - (c) complies with such conditions as the Registrar may from time to time determine by notice in the *Gazette*.
- (2) The provisions of section 14 shall apply *mutatis mutandis* to any person approved in terms of subsection (1).
- (3) Every application for approval referred to in subsection (1) shall be made in the prescribed manner and shall be accompanied by the prescribed application fee.
- (4) The Registrar may grant an applicant the approval referred to in subsection (1) if—
- (a) the applicant is of good character and integrity, or in the case of a corporate body, is managed and controlled by persons who are of good character and integrity;
 - (b) the applicant complies, or in the case of a corporate body is managed by persons or employs persons who comply, with the standards of training and experience and other qualifications required by the Registrar by notice in the *Gazette*;
 - (c) the applicant complies with the capital adequacy standards determined by the Registrar by notice in the *Gazette*;
 - (d) the applicant has made adequate arrangements for the safe custody of securities; and
 - (e) the applicant undertakes to pay the prescribed annual levy.
- (5) The Registrar may withdraw approval granted in terms of subsection (4) if the approved person fails to comply with the requirements contemplated in subsections (1) and (4).
- (6)(a) For the purposes of subsection (1) it shall be deemed that the managing of investments is not a regular feature of the business of any person if such investments form part of the assets—
- (i) in any deceased or insolvent estate, and he is the executor, administrator or trustee concerned or is a person administering or winding up such estate on behalf of that executor, administrator or trustee; or
 - (ii) of any person under curatorship, and he is the curator concerned or is administering such estate on behalf of that curator; or
 - (iii) of a company in liquidation or under judicial management, and he is the liquidator or judicial manager concerned or a person liquidating or managing such company on behalf of that liquidator or judicial manager; or
 - (iv) of a trust *inter vivos*, and he is the trustee concerned or a person administering such trust on behalf of that trustee; or
 - (v) of a minor, and he is the guardian concerned or a person administering such investments on behalf of that guardian.
- (b) If in any instance contemplated in paragraph (a) it is a regular feature of the business of a person acting on behalf of such executor, administrator, trustee, curator, liquidator, judicial manager or guardian to manage investments, such person shall obtain approval from the Registrar in terms of subsection (1).

Vervanging van artikel 4 van Wet 1 van 1985, soos gewysig deur artikel 9 van Wet 7 van 1993 en artikel 57 van Wet 104 van 1993

4. Artikel 4 van die Hoofwet word hierby deur die volgende artikel vervang:

“Beperkings op bestuur van beleggings

- 5 4. (1) Niemand mag, as 'n staande kenmerk van sy besigheid, beleggings namens 'n ander persoon bestuur, en vir sodanige bestuur enige vorm van vergoeding ontvang nie, behalwe gelde wat 'n lid hef vir die koop en verkoop van effekte, tensy hy—
- 10 (a) 'n lid is wat ingevolge die reëls gemagtig word om beleggings namens 'n ander persoon te bestuur, 'n persoon is wat deur die Registrateur goedgekeur is of 'n persoon is wat in 'n kategorie van persone val wat deur die Registrateur goedgekeur is;
- 15 (b) 'n skriftelike mandaat van die ander persoon het om aldus op te tree; en
- (c) aan die voorwaardes voldoen wat die Registrateur van tyd tot tyd by kennisgewing in die *Staatskoerant* bepaal.
- (2) Die bepalinge van artikel 14 is *mutatis mutandis* van toepassing op 'n persoon ingevolge subartikel (1) goedgekeur.
- 20 (3) Elke aansoek om goedkeuring bedoel in subartikel (1) word op die voorgeskrewe wyse gedoen en gaan vergesel van die voorgeskrewe aansoekgelde.
- (4) Die Registrateur kan 'n aansoeker die goedkeuring bedoel in subartikel (1) verleen indien—
- 25 (a) die aansoeker van goeie karakter en onkreukbaar is, of in die geval van 'n regspersoon, bestuur en beheer word deur persone wat van goeie karakter en onkreukbaar is;
- (b) die aansoeker voldoen aan, of in die geval van 'n regspersoon hy bestuur word deur persone of persone in diens neem wat voldoen aan, die standarde vir opleiding en ondervinding en ander kwalifikasies deur die Registrateur by kennisgewing in die *Staatskoerant* vereis;
- 30 (c) die aansoeker voldoen aan die kapitaaltoereikendheidsvereistes deur die Registrateur by kennisgewing in die *Staatskoerant* bepaal;
- (d) die aansoeker voldoende reëlings getref het vir die veilige bewaring van effekte; en
- 35 (e) die aansoeker onderneem om die voorgeskrewe jaarlikse heffing te betaal.
- (5) Die Registrateur kan goedkeuring verleen ingevolge subartikel (4) terugtrek indien die goedgekeurde persoon versuim om aan die vereistes beoog in subartikels (1) en (4) te voldoen.
- 40 (6) (a) By die toepassing van subartikel (1) word daar geag dat die bestuur van beleggings nie 'n staande kenmerk van iemand se besigheid is nie indien sodanige beleggings deel uitmaak van die bates—
- (i) in 'n bestorwe of insolvente boedel, en hy die betrokke eksekuteur, administrateur of kurator is of iemand is wat namens daardie eksekuteur, administrateur of kurator sodanige boedel administreer of
- 45 likwiede; of
- (ii) van iemand wat onder kuratele is, en hy die betrokke kurator is of namens daardie kurator sodanige boedel administreer; of
- (iii) van 'n maatskappy wat in likwidasië of onder geregtelike bestuur is, en hy die betrokke likwidateur of geregtelike bestuurder is of namens daardie likwidateur of geregtelike bestuurder sodanige maatskappy
- 50 likwiede of bestuur; of
- (iv) van 'n trust *inter vivos*, en hy die betrokke trustee is of iemand is wat namens daardie trustee sodanige trust administreer; of
- 55 (v) van 'n minderjarige, en hy die betrokke voog is of namens daardie voog sodanige beleggings administreer.
- (b) Indien dit in 'n geval beoog in paragraaf (a) 'n staande kenmerk is van die besigheid van die persoon wat namens sodanige eksekuteur, administrateur, kurator, likwidateur, geregtelike bestuurder, trustee of voog optree om beleggings te bestuur, moet sodanige persoon ingevolge
- 60 subartikel (1) goedkeuring van die Registrateur verkry.

- (7) For the purposes of this section—
- (a) 'investments' means securities, whether listed or unlisted, or any other instruments declared to be such by the Registrar by notice in the *Gazette*, or funds intended for the purpose of buying such securities or instruments; 5
 - (b) 'management of investments'—
 - (i) in the case of a member, means the buying and selling of listed or unlisted securities on behalf of another person in terms of an unlimited mandate to act on behalf of such other person; or
 - (ii) in the case of a person who is not a member, means the buying and selling of listed or unlisted securities on behalf of another person in terms of any mandate, whether limited or unlimited, to act on behalf of such other person; and 10
 - (c) 'an unlimited mandate' means a mandate to act on behalf of another person without it being necessary to obtain further authority or consent from such other person to effect any transaction in securities under such mandate." 15

Repeal of section 6 of Act 1 of 1985

5. Section 6 of the principal Act is hereby repealed.

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Substitution of section 7 of Act 1 of 1985, as amended by section 38 of Act 55 of 1989, section 10 of Act 7 of 1993 and section 58 of Act 104 of 1994

6. The following section is hereby substituted for section 7 of the principal Act:

"Stock exchange licence

7. (1) A stock exchange licence shall be issued or renewed by the Registrar. 25
- (2) Any such licence shall expire on 31 December of the year for which it is issued, but may be renewed from year to year.
- (3) The prescribed licence fee shall be payable in respect of the issue or renewal of any such licence: Provided that if the liability in respect of the issue of such licence arises after 30 June in any year, one-half of that fee shall be payable for such issue." 30

Substitution of section 8 of Act 1 of 1985, as amended by section 38 of Act 55 of 1989

7. The following section is hereby substituted for section 8 of the principal Act: 35

"Application for issue or renewal of stock exchange licence

8. (1) Notwithstanding the provisions of section 30 of the Companies Act, 1973 (Act No. 61 of 1973), ten or more persons may form an association to carry on the business of a stock exchange, and the association may apply to the Registrar to issue to the association a stock exchange licence or to renew any such licence. 40
- (2) Every application relating to the issue or renewal of a stock exchange licence shall—
- (a) be made in the prescribed manner; and
 - (b) be accompanied by the prescribed application fee; and 45
 - (c) in the case of an application for the issue of any such licence, also be accompanied by five copies of the proposed rules.
- (3) The Registrar shall advertise every application for the issue of a stock exchange licence in two national newspapers in any two official languages (one of which shall be English) at the expense of the applicant. 50
- (4) The advertisement shall state—

- (7) By die toepassing van hierdie artikel beteken—
- (a) 'beleggings' effekte, hetsy genoteer of ongenoteer, of enige ander instrumente deur die Registrateur by kennisgewing in die *Staatskoerant* as sodanig verklaar, of kontant bestem vir die doeleinde om sodanige effekte of instrumente te koop;
- (b) 'bestuur van beleggings'—
- (i) in die geval van 'n lid, die koop en verkoop van genoteerde of ongenoteerde effekte namens 'n ander persoon ingevolge 'n onbeperkte mandaat om namens die ander persoon op te tree; of
- (ii) in die geval van 'n persoon wat nie 'n lid is nie, die koop en verkoop van genoteerde of ongenoteerde effekte namens 'n ander persoon ingevolge 'n mandaat, hetsy beperk of onbeperk, om namens die ander persoon op te tree; en
- (c) '“n onbeperkte mandaat” 'n mandaat om namens 'n ander persoon op te tree sonder dat dit nodig is om verdere magtiging of toestemming van sodanige ander persoon te verkry om 'n transaksie in effekte uit te voer ingevolge sodanige mandaat.”.

Herroeping van artikel 6 van Wet 1 van 1985

5. Artikel 6 van die Hoofwet word hierby herroep.

20 Vervanging van artikel 7 van Wet 1 van 1985, soos gewysig deur artikel 38 van Wet 55 van 1989, artikel 10 van Wet 7 van 1993 en artikel 58 van Wet 104 van 1994

6. Artikel 7 van die Hoofwet word hierby deur die volgende artikel vervang:

“Effektebeurslisensie

7. (1) 'n Effektebeurslisensie word uitgereik of hernieu deur die Registrateur.
- (2) So 'n lisensie verval op 31 Desember van die jaar waarvoor dit uitgereik word, maar kan van jaar tot jaar hernieu word.
- (3) Die voorgeskrewe lisensiegeld is ten opsigte van die uitreiking of hernuwing van so 'n lisensie betaalbaar: Met dien verstande dat indien die aanspreeklikheid ten opsigte van die uitreiking van sodanige lisensie na 30 Junie in 'n jaar ontstaan, die helfte van daardie bedrag vir die uitreiking daarvan betaalbaar is.”.

Vervanging van artikel 8 van Wet 1 van 1985, soos gewysig deur artikel 38 van Wet 55 van 1989

35 7. Artikel 8 van die Hoofwet word hierby deur die volgende artikel vervang:

“Aansoek om uitreiking of hernuwing van effektebeurslisensie

8. (1) Ondanks die bepalinge van artikel 30 van die Maatskappywet, 1973 (Wet No. 61 van 1973), kan tien of meer persone 'n vereniging stig om die besigheid van 'n effektebeurs te dryf, en die vereniging kan by die Registrateur aansoek doen om 'n effektebeurslisensie aan die vereniging uit te reik of om so 'n lisensie te hernieu.
- (2) Elke aansoek wat betrekking het op die uitreiking of hernuwing van 'n effektebeurslisensie moet—
- (a) op die voorgeskrewe wyse gedoen word; en
- (b) van die voorgeskrewe aansoekgeld vergesel gaan; en
- (c) in die geval van 'n aansoek met betrekking tot die uitreiking van sodanige lisensie, ook van vyf afskrifte van die voorgestelde reëls vergesel gaan.
- (3) 'n Aansoek om die uitreiking van 'n effektebeurslisensie word op koste van die aansoeker in twee nasionale koerante in enige twee amptelike tale (waarvan een Engels moet wees) deur die Registrateur geadverteer.
- (4) Die advertensie vermeld—

- (a) the name of the applicant;
- (b) the place where the rules of the applicant will be available for inspection by any member of the public; and
- (c) the period within which any objections to the issue of the licence may be lodged with the Registrar.”.

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Substitution of section 9 of Act 1 of 1985, as amended by section 11 of Act 7 of 1993

8. The following section is hereby substituted for section 9 of the principal Act:

“Issue of stock exchange licence

9. (1) On the expiry of the period contemplated in section 8(4)(c) the Registrar may, after consideration of any objection lodged with him under the said section, issue a stock exchange licence to the association contemplated in section 8(1) if—
- (a) the association has sufficient financial resources for the proper exercise or carrying out of the powers and duties conferred upon or assigned to a stock exchange by or under this Act;
 - (b) the proposed rules comply with the requirements of this Act;
 - (c) the interests of the public would be served by the issue of the licence; and
 - (d) the association comprises at least ten members who will carry on business as buyers and sellers of listed securities independently of and in competition with one another.
- (2) The stock exchange licence shall specify the place at which or the trading method or facility by means of which the business of the stock exchange may be carried on, and that business shall not be carried on at any other place or in any other manner without the prior approval of the Registrar.”.

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Substitution of section 10 of Act 1 of 1985, as amended by section 38 of Act 55 of 1989

9. The following section is hereby substituted by section 10 of the principal Act:

“Refusal of renewal of stock exchange licence

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10. (1) The Registrar may refuse to renew a stock exchange licence if during the year preceding the year for which the licence is to be renewed—
- (a) the rules of the stock exchange concerned were not properly enforced;
 - (b) the provisions of section 9(1)(a), (c) or (d) no longer applied to the stock exchange concerned;
 - (c) the stock exchange concerned did not comply with any other provision of this Act;
 - (d) the stock exchange concerned did not comply with any written direction, request, condition or requirement of the Registrar in respect of which an appeal had been noted by the Registrar in terms of section 20(2A) and upheld by the board referred to in section 21; or
 - (e) the stock exchange concerned failed to give effect to a decision of the board referred to in section 21.
- (2) The Registrar shall not refuse to renew a stock exchange licence on any grounds unless he has furnished the association concerned with the reasons for his proposed refusal and the association has had the opportunity to show cause within a period specified in a notice by the Registrar to the association why such renewal should not be refused.”.

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- (a) die naam van die aansoeker;
(b) die plek waar die reëls van die aansoeker ter insae deur lede van die publiek beskikbaar sal wees; en
(c) die tydperk waarbinne besware teen die uitreiking van die lisensie by die Registrateur ingedien kan word.”.

Vervanging van artikel 9 van Wet 1 van 1985, soos gewysig deur artikel 11 van Wet 7 van 1993

8. Artikel 9 van die Hoofwet word hierby deur die volgende artikel vervang:

“Uitreik van effektebeurslisensie

9. (1) By verloop van die tydperk beoog in artikel 8(4)(c) kan die Registrateur, na oorweging van enige beswaar wat kragtens genoemde artikel by hom ingelewer is, aan die vereniging beoog in artikel 8(1) 'n effektebeurslisensie toestaan indien—
- (a) die vereniging genoegsame finansiële hulpbronne het vir die behoorlike uitoefening of uitvoering van die bevoegdhede en pligte wat by of kragtens hierdie Wet aan 'n effektebeurs verleen of opgedra word;
- (b) die voorgestelde reëls aan die vereistes van hierdie Wet voldoen;
- (c) die belange van die publiek deur die uitreiking van die lisensie gedien sal word; en
- (d) die vereniging bestaan uit ten minste tien lede wat besigheid sal dryf as kopers en verkopers van genoteerde effekte, onafhanklik van en in mededinging met mekaar.
- (2) Die effektebeurslisensie moet die plek waar of die metode van verhandeling of fasiliteit deur middel waarvan die besigheid van die effektebeurs gedryf word, vermeld, en daardie besigheid word nie sonder die voorafgaande goedkeuring van die Registrateur op 'n ander plek of op 'n ander wyse gedryf nie.”.

Vervanging van artikel 10 van Wet 1 van 1985, soos gewysig deur artikel 38 van Wet 55 van 1989

9. Artikel 10 van die Hoofwet word hierby deur die volgende artikel vervang:

“Weiering van hernuwing van effektebeurslisensie

10. (1) Die Registrateur kan weier om 'n effektebeurslisensie te hernieu indien, gedurende die jaar wat die jaar voorafgegaan het waarvoor die lisensie hernieu moet word—
- (a) die reëls van die betrokke effektebeurs nie behoorlik afgedwing is nie;
- (b) die bepalings van artikel 9(1)(a), (c) of (d) nie meer op die betrokke effektebeurs van toepassing is nie;
- (c) die betrokke effektebeurs nie aan enige ander bepaling van hierdie Wet voldoen het nie;
- (d) die betrokke effektebeurs nie voldoen het nie aan 'n skriftelike opdrag, versoek, voorwaarde of vereiste van die Registrateur ten opsigte waarvan 'n appèl deur die Registrateur ingevolge artikel 20(2A) aangeteken en deur die raad bedoel in artikel 21 bekragtig is; of
- (e) die betrokke effektebeurs versuim het om aan 'n besluit van die raad bedoel in artikel 21 gevolg te gee.
- (2) Die Registrateur weier nie om 'n effektebeurslisensie te hernieu op enige gronde nie tensy hy die betrokke vereniging van die redes vir sy voorgenome weiering voorsien het en die betrokke vereniging die geleentheid gehad het om binne 'n tydperk vermeld in 'n kennisgewing deur die Registrateur aan die vereniging gronde aan te voer waarom die hernuwing nie geweier moet word nie.”.

Amendment of section 11 of Act 1 of 1985, as amended by section 16 of Act 50 of 1986

10. Section 11 of the principal Act is hereby amended—

(a) by the deletion of subsections (2), (3), (4) and (5); and

(b) by the substitution for subsection (6) of the following subsection: 5

“(6) A stock exchange **[incorporated in terms of this section and]** which ceases to be a licensed stock exchange, shall be dissolved in terms of its rules.”.

Insertion of section 11A of Act 1 of 1985

11. The following section is hereby inserted in the principal Act after section 11: 10

“Funds of stock exchange

11A. (1) The committee may require members to contribute towards the funds of the stock exchange as a contribution towards carrying on the business of such stock exchange.

(2) Notwithstanding the provisions of any law or the common law and without affecting its status as a non-proprietary stock exchange, the committee may— 15

(a) if such stock exchange has assets which are surplus to its requirements;

(b) after making appropriate and proper provision for any liabilities of such stock exchange; 20

(c) with the approval of its members in terms of the constitution of such stock exchange; and

(d) with the written consent of the Registrar, resolve to distribute such surplus assets to members, past members and persons who were stock-brokers prior to the commencement of the Stock Exchanges Control Amendment Act, 1995, whether upon a restructuring of such stock exchange or otherwise.”. 25

Amendment of section 12 of Act 1 of 1985, as amended by section 29 of Act 51 of 1988, section 38 of Act 55 of 1989, section 12 of Act 7 of 1993 and section 59 of Act 104 of 1994 30

12. Section 12 of the principal Act is hereby amended—

(a) by the substitution for subsection (1) of the following subsection:

“(1) Subject to the provisions of this Act, the rules of a stock exchange shall be so designed as to ensure— 35

(a) that its affairs are managed by a committee, and shall make provision for the establishment, composition and functions of that committee;

(b) that adequate provision is made for the implementation of section 11A; 40

(c) that no person is admitted as a member or allowed to continue as a member unless he—

(i) is of good character and integrity, or in the case of a corporate body is managed and controlled by persons who are of good character and integrity; 45

(ii) complies, or in the case of a corporate body is managed by persons or employs persons who comply, with the standards of training and experience and other qualifications required in terms of the rules; and

(iii) employs the number of stock-brokers required in terms of the rules; 50

(d) that no member—

(i) may carry on the business referred to in section 4 unless authorised to do so in terms of the rules and unless he complies with the provisions of section 4; 55

(ii) may effect a transaction in securities with a person who such member reasonably believes requires approval in terms of

Wysiging van artikel 11 van Wet 1 van 1985, soos gewysig deur artikel 16 van Wet 50 van 1986

10. Artikel 11 van die Hoofwet word hierby gewysig—

- (a) deur subartikels (2), (3), (4) en (5) te skrap; en
- 5 (b) deur subartikel (6) deur die volgende subartikel te vervang:

“(6) ’n Effektebeurs [wat ingevolge hierdie artikel ingelyf is en] wat ophou om gelisensieer te wees, word ooreenkomstig sy reëls ontbind.”.

Invoeging van artikel 11A van Wet 1 van 1985

10 11. Die volgende artikel word hierby in die Hoofwet na artikel 11 ingevoeg:

“Fondse van effektebeurs

- 11A. (1) Die komitee kan van lede vereis om tot die fondse van ’n effektebeurs by te dra as ’n bydrae tot die dryf van die besigheid van sodanige effektebeurs.
- 15 (2) Ondanks die bepalings van enige wet of die gemenereg en sonder beïnvloeding van sy status as ’n nie-besittende effektebeurs, kan die komitee—
- (a) indien sodanige effektebeurs bates surplus tot sy vereistes het;
 - 20 (b) nadat voldoende en behoorlike voorsiening gemaak is vir enige aanspreeklikhede van sodanige effektebeurs;
 - (c) met die goedkeuring van sy lede ingevolge die grondwet van sodanige effektebeurs; en
 - 25 (d) met die skriftelike toestemming van die Registrateur, besluit om sodanige surplus bates aan lede, oudlede of persone wat lede was voor die inwerkingtreding van die Wysigingswet op Beheer van Effektebeurse, 1995, te verdeel, hetsy by herstrukturering van sodanige effektebeurs of andersins.”.

Wysiging van artikel 12 van Wet 1 van 1985, soos gewysig deur artikel 29 van Wet 51 van 1988, artikel 38 van Wet 55 van 1989, artikel 12 van Wet 7 van 1993 en 30 artikel 59 van Wet 104 van 1994

12. Artikel 12 van die Hoofwet word hierby gewysig—

- (a) deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Behoudens die bepalings van hierdie Wet, moet die reëls van ’n effektebeurs daarop bereken wees om te verseker—
- 35 (a) dat sy sake bestuur word deur ’n komitee, en om voorsiening te maak vir die instelling, samestelling en werksaamhede van daardie komitee;
- (b) dat voldoende voorsiening gemaak word vir die toepassing van artikel 11A;
- 40 (c) dat geen persoon as lid toegelaat word of toegelaat word om as lid aan te bly nie, tensy hy—
 - (i) van goeie karakter en onkreukbaar is of, in die geval van ’n regspersoon, bestuur en beheer word deur persone wat van goeie karakter en onkreukbaar is;
 - 45 (ii) voldoen, of in die geval van ’n regspersoon bestuur word deur persone of persone in diens neem wat voldoen, aan die standarde van opleiding en ondervinding en ander kwalifikasies ingevolge die reëls vereis; en
 - (iii) die getal effektemakelaars in diens het ingevolge die reëls vereis;
 - 50 (d) dat geen lid—
 - (i) die besigheid bedoel in artikel 4 dryf nie tensy daartoe gemagtig ingevolge die reëls en tensy hy aan die bepalings van artikel 4 voldoen;
 - 55 (ii) ’n transaksie in effekte met ’n persoon wat sodanige lid redelikerwys vermoed goedkeuring ingevolge artikel 4

- section 4, without having taken reasonable measures to ascertain that such person has the necessary approval;
- (e) that no person may act as a stock-broker unless he complies with the minimum qualifications required in terms of the rules;
- (f) (i) that no officer or employee of a member may advise on or conclude any transaction on behalf of such member in the course of that member's business in relation to the buying or selling of listed securities, unless authorised by the rules; 5
- (ii) that no member may employ any person unless such person has entered into a written agreement with the member in terms of which the person agrees to comply with the provisions of the Act, the rules, the directives and code of conduct of the stock exchange concerned; 10
- (g) (i) that the manner in and the terms and conditions under which members may trade in listed securities; and 15
- (ii) that the requirements for the adequate disclosure of information relating to members' transactions with buyers and sellers of listed securities, are consistent with efficiency, honesty and fair practice in relation to such trading; 20
- (h) that members are obliged to ensure that buyers and sellers of listed securities are aware of their material obligations in terms of the Act and the rules;
- (i) that trading in any listed security may be halted for such period as the committee may deem necessary in the public interest or for the purposes of market stability; 25
- (j) that provision is made for disclosure, when appropriate, to members or to buyers or sellers of listed securities or for other requirements when effecting a bear sale;
- (k) that provision is made for the committee to settle with another member on behalf of a member who has failed to settle after due notice to such member, on application by a member who bought or sold listed securities from or to such defaulting member; 30
- (l) that provisions are made for the delivery of securities pursuant to a transaction, for settlement of a transaction and for ancillary provisions arising from such transactions; 35
- (m) that provisions are made for the circumstances and conditions under which—
- (i) credit may be granted by a member to any other person;
- (ii) a member may lend or borrow securities to or from any other person; 40
- (iii) a member may pledge or repledge securities belonging to any other person;
- (n) (i) that adequate capital or guarantees be required from members for all their activities; 45
- (ii) that no person be admitted as or allowed to continue to be a member, unless at the time of such person's admission and thereafter while the person remains a member the person complies with the capital or guarantee requirements made in terms of the rules; 50
- (iii) that the capital or guarantee requirements of members are reviewed when appropriate to ensure that risk exposures of a member are adequately covered;
- (iv) that different capital or guarantees be required from different categories of members or for different activities of a member's business; 55
- (o) that adequate provision is made for the operation of the trust account referred to in section 14 and for the circumstances under which funds shall be paid into and withdrawn from such trust account; 60
- (p) that every transaction note to the buyer or seller of listed securities discloses the date and time at which the transaction was effected and

- benodig, sluit nie sonder om redelike stappe te doen om vas te stel of sodanige persoon die nodige goedkeuring het;
- (e) dat geen persoon as 'n effektemakelaar optree nie tensy hy aan die minimum kwalifikasies vereis ingevolge die reëls voldoen;
- 5 (f) (i) dat geen beampte of werknemer van 'n lid kan adviseer oor 'n transaksie of dit sluit nie, namens sodanige lid in die verloop van daardie lid se besigheid ten opsigte van die koop of verkoop van genoteerde effekte, tensy gemagtig deur die reëls;
- 10 (ii) dat geen lid 'n persoon in diens kan neem nie tensy sodanige persoon 'n skriftelike ooreenkoms met die lid aangaan het waarkragtens die persoon instem om aan die bepalings van die Wet, die reëls, die voorskrifte en gedragskode van die betrokke effektebeurs te voldoen;
- 15 (g) (i) dat die wyse waarop en die bedinge en voorwaardes waaronder lede sake in genoteerde effekte kan doen; en (ii) dat die vereistes vir die voldoende openbaarmaking van inligting ten opsigte van lede se transaksies met kopers en verkopers van genoteerde effekte,
- 20 in ooreenstemming is met doeltreffendheid, eerlikheid en billike praktyk met betrekking tot sodanige sake;
- (h) dat lede verplig word om te verseker dat kopers en verkopers van genoteerde effekte bewus is van hulle wesenlike verpligtinge ingevolge die Wet en die reëls;
- 25 (i) dat verhandeling in 'n genoteerde effek gestaak kan word vir sodanige tydperk wat die komitee in die openbare belang of vir die doeleindes van markstabiliteit nodig ag;
- (j) dat voorsiening gemaak word vir openbaarmaking, wanneer toepaslik, aan lede of aan kopers of verkopers van genoteerde effekte of vir ander vereistes wanneer 'n daalverkoop uitgevoer word;
- 30 (k) dat voorsiening gemaak word vir die komitee om met 'n ander lid te vereffen namens 'n lid wat versuim om te vereffen na behoorlike kennisgewing aan sodanige lid, op aansoek deur 'n lid wat genoteerde effekte gekoop of verkoop het van of aan sodanige lid wat versuim om te vereffen;
- 35 (l) dat voorsiening gemaak word vir die lewering van effekte ooreenkomstig 'n transaksie, vir vereffening van 'n transaksie en vir aanvullende bepalings wat ontstaan uit sodanige transaksies;
- (m) dat voorsiening gemaak word vir die omstandighede waaronder en voorwaardes waarop—
- 40 (i) 'n lid krediet aan 'n ander persoon kan toestaan;
- (ii) 'n lid effekte aan of van 'n ander persoon kan leen;
- (iii) 'n lid effekte wat aan 'n ander persoon behoort kan verpand of herverpand;
- 45 (n) (i) dat voldoende kapitaal of waarborge van lede vereis word vir al hulle bedrywighede;
- (ii) dat geen persoon toegelaat word as lid of toegelaat word om 'n lid te bly nie, tensy ten tyde van sodanige persoon se toelating en daarna terwyl sodanige persoon 'n lid is, die persoon aan die kapitaal- of waarborgvereistes ingevolge die reëls voldoen;
- 50 (iii) dat die kapitaal- of waarborgvereistes van lede wanneer toepaslik hersien word om te verseker dat die risikoblootstellings van 'n lid voldoende gedek word;
- 55 (iv) dat verskillende kapitaal of waarborge vereis word van verskillende kategorieë lede of vir die verskillende aktiwiteite van 'n lid se besigheid;
- (o) dat voldoende voorsiening gemaak word vir die bedryf van die trustrekening bedoel in artikel 14 en vir die omstandighede waaronder gelde inbetaal word in en onttrek word uit sodanige trustrekening;
- 60 (p) dat elke transaksienota aan die koper of verkoper van genoteerde effekte, die datum en tyd waarop die transaksie gesluit is en of

- whether such transaction was effected in the capacity of principal or agent, and where appropriate, the name of the stock-broker or officer or employee of the member who concluded the transaction;
- (q) that provision may be made for different categories of members, for different classes of membership and for the admission of a person to restricted membership of a stock exchange under different conditions; 5
- (r) (i) that complaints against any member or officer or employee of a member are adequately investigated; 10
(ii) that adequate steps are taken for the investigation and discipline of any member or officer or employee of a member who contravenes or fails to comply with the provisions of this Act or the rules; 15
(iii) that the membership of a member is not terminated on any grounds in respect of which that member has not had an opportunity of making representations to the committee or to the disciplinary tribunal contemplated in section 2A(b) which terminated that member's membership; 20
(iv) that any stock-broker, practising as such, is not prevented from so practising on any grounds in respect of which he has not had an opportunity of making representations to the committee or to the disciplinary tribunal contemplated in section 2A(b), or to any association of which the stock-broker is obliged to be a member in terms of the rules, as the case may be; 25
(v) that a member shall not be directed to terminate the employment of an officer or employee on any grounds in respect of which that officer or employee has not had an opportunity of making representations to the committee or disciplinary tribunal contemplated in section 2A(b) which made the decision; 30
(vi) that any member, stock-broker, officer or employee who has made representations as contemplated in subparagraphs (iii), (iv) and (v), shall be entitled to be supplied with a copy of a record of the relevant proceedings of the meeting to which that member, stock-broker, officer or employee made such representations; and 35
(vii) that the committee or the disciplinary tribunal contemplated in section 2A(b), as the case may be, may, upon good cause shown and subject to such conditions as it may impose, vary or modify any sentence which it may previously have imposed upon any person provided that in modifying or varying such sentence, the committee or such tribunal shall under no circumstances increase such sentence; 40
- (s) that provision is made for the conditions under which a member may establish— 45
(i) a company, the main object of which is to register securities on behalf of such member or on behalf of buyers and sellers of securities, and for the objects and powers of such a company;
(ii) such other company as may be permitted in terms of the rules;
- (t) that any qualifying requirement to be held by any person in order to be admitted as a member is available for acquisition by any applicant for admission at not more than the price stated in the rules; 50
- (u) that the committee may be entitled to impose a levy on every member to the fund referred to in section 30 on all transactions in listed securities effected on a stock exchange, and that where a member has effected a transaction on behalf of a buyer or seller of listed securities, such member may recover such levy from such buyer or seller; 55
- (v) that members may negotiate fees for their services;
- (w) that adequate systems will be maintained— 60

- sodanige transaksie gesluit is in die hoedanigheid van prinsipaal of agent, en wanneer toepaslik, die naam van die effektemakelaar of beampte of werknemer van die lid wat die transaksie aangegaan het, openbaar;
- 5 (q) dat voorsiening gemaak kan word vir verskillende kategorieë lede, vir verskillende klasse van lidmaatskap en vir die toelating van 'n persoon tot beperkte lidmaatskap van 'n effektebeurs op verskillende voorwaardes;
- 10 (r) (i) dat klagtes teen 'n lid of beampte of werknemer van 'n lid voldoende ondersoek word;
- (ii) die voldoende stappe gedoen word vir die ondersoek en dissiplinering van 'n lid of beampte of werknemer van 'n lid wat die bepalinge van hierdie Wet of die reëls oortree of versuim om daaraan te voldoen;
- 15 (iii) dat die lidmaatskap van 'n lid nie beëindig word nie op enige grond ten opsigte waarvan daardie lid nie 'n geleentheid gehad het om vertoë tot die komitee of tot die dissiplinêre tribunaal bedoel in artikel 2A(b), wat die lid se lidmaatskap beëindig het, te rig nie;
- 20 (iv) dat 'n effektemakelaar wat as sodanig praktiseer nie verhoed word om aldus te praktiseer nie op enige grond ten opsigte waarvan daardie effektemakelaar nie 'n geleentheid gehad het om vertoë tot die komitee of tot die dissiplinêre tribunaal bedoel in artikel 2A(b), of tot enige vereniging waarvan die effektemakelaar ingevolge die reëls verplig is om 'n lid te wees, na gelang van die geval, te rig nie;
- 25 (v) dat 'n lid nie gelas word om die diens van 'n beampte of werknemer te beëindig nie op enige grond ten opsigte waarvan daardie beampte of werknemer nie die geleentheid gehad het om vertoë tot die komitee of die dissiplinêre tribunaal bedoel in artikel 2A(b) wat die besluit geneem het, te rig nie;
- 30 (vi) dat 'n lid, effektemakelaar, beampte of werknemer wat vertoë beoog in subparagrafe (iii), (iv) en (v) gerig het, die reg het om voorsien te word van 'n afskrif van 'n verslag van die toepaslike verrigtinge van die vergadering waarop daardie lid, effektemakelaar, beampte of werknemer sodanige vertoë gerig het; en
- 35 (vii) dat die komitee of die dissiplinêre tribunaal bedoel in artikel 2A(b), na gelang van die geval, op goeie gronde en onderworpe aan sodanige voorwaardes wat hy mag oëlê, 'n vonnis wat dit voorheen aan enige persoon oëlê het, kan wysig of verander mits die komitee of sodanige tribunaal deur die wysiging of verandering van sodanige vonnis onder geen omstandighede sodanige vonnis verhoog nie;
- 40 (s) dat voorsiening gemaak word vir die voorwaardes waaronder 'n lid—
- 45 (i) 'n maatskappy waarvan die hoofdoel is om effekte namens sodanige lid of namens kopers en verkopers van effekte te hou, kan stig, en vir die doelwitte en bevoegdhede van sodanige maatskappy;
- 50 (ii) die ander maatskappye wat ingevolge die reëls toegelaat word, kan stig;
- 55 (t) dat 'n kwalifiserende vereiste wat iemand moet hou ten einde as lid toegelaat te word beskikbaar is vir verkryging deur enige aansoeker om toelating teen nie meer nie as die prys in die reëls vermeld;
- (u) dat die komitee 'n heffing aan elke lid tot die fonds bedoel in artikel 30 kan oëlê op alle transaksies in genoteerde effekte uitgevoer op 'n effektebeurs, en dat waar 'n lid 'n transaksie uitgevoer het namens 'n koper of verkoper van genoteerde effekte, sodanige lid sodanige heffing kan verhaal van sodanige koper of verkoper;
- 60 (v) dat lede gelde vir hul dienste kan onderhandel;
- (w) dat voldoende stelsels in stand gehou word—

- (i) for recording transactions effected on a stock exchange;
- (ii) for monitoring compliance by members with the provisions of this Act, the rules or with any arrangements made with a recognised clearing house for the provision of services and facilities;
- (iii) for surveillance of any matter relevant for the purposes of this Act and the rules; and
- (iv) for the clearing, netting or settlement of transactions;
- (x) that a member—
- (i) marks documents or records details of title to securities, whether listed or unlisted, with the name of the person entitled to such securities;
- (ii) acts strictly in accordance with the rules regulating the granting of credit, the lending of securities, whether listed or unlisted, and the borrowing, pledging or repledging of securities, whether listed or unlisted, belonging to buyers or sellers of securities;
- (iii) issues receipts for any securities, whether listed or unlisted, received for safe custody; and
- (iv) holds and delivers securities, whether listed or unlisted, in accordance with instructions of the person entitled thereto;
- (y) that a member may advertise or canvass for work subject to the provisions of the rules;
- (z) that provision is made for the manner in which a stock exchange shall be dissolved or restructured; and
- (zA) generally, that the business of the member and the stock exchange is carried on with due regard to the public interest.”;
- (b) by the deletion of subsections (2) and (3);
- (c) by the substitution for subsections (4), (5), (6), (7), (8) and (9) of the following subsections, respectively:
- “(4) The Registrar shall as soon as [may be] possible after he has [granted a certificate authorizing the issue of] issued a stock exchange licence, cause the rules of the stock exchange concerned to be published in the *Gazette* in [both] any two official languages (one of which shall be English) and at the expense of the stock exchange concerned.
- (5)(a) No addition to, or amendment or [alteration] rescission (other than a suspension) of the rules [of an association which is a holder of a stock exchange license] shall be valid unless [it has, on application by such association and on]—
- (i) payment [by it] of the prescribed fee has been made;
- (ii) it has been approved by the Registrar in writing; and [if he approves thereof]
- (iii) a date has been specified in the Registrar’s approval for the coming into operation of such addition, amendment or [alteration] rescission [shall come into operation on a date mentioned in the approval].
- (b) The Registrar shall, after considering any objection contemplated in subsection (7), approve or disapprove an addition, amendment or rescission referred to in paragraph (a) within a period of two months after the expiry of the period referred to in that subsection.
- (c) If the Registrar does not disapprove of an addition to, amendment or [alteration] rescission of the rules referred to in paragraph (a) within a period of two months after the expiry of the period referred to in subsection (7), he shall be deemed to have approved thereof, and such addition, amendment or [alteration] rescission shall come into operation on the day immediately following upon the date of expiry of the aforesaid period of two months.
- (6) Upon receipt of an application for his approval under subsection (5) the Registrar shall cause to be published at the expense of the [association] stock exchange, in [both] any two official languages (one of which shall be English) in the *Gazette*, a notice setting forth the proposed additions, amendments or [alterations] rescissions of the rules.
- (7) The said notice shall call upon all interested persons (other than

- (i) vir die aantekening van transaksies op 'n effektebeurs gesluit;
- (ii) vir die kontrolering van nakoming deur lede van die bepalings van hierdie Wet, die reëls of van enige ooreenkoms aangegaan met 'n erkende verrekeningshuis vir die voorsiening van dienste en fasiliteite;
- (iii) vir die toesighouding oor enige aangeleentheid van belang vir die doeleindes van hierdie Wet en die reëls; en
- (iv) vir die verrekening, suiwering of vereffening van transaksies;
- (x) dat 'n lid—
- (i) dokumente merk of besonderhede van eiendomsreg van effekte aanteken, hetsy genoteer of ongenoteer, met die naam van die persoon wat op sodanige effekte geregtig is;
- (ii) streng ooreenkomstig die reëls optree wat die toestaan van krediet, die leen van effekte, hetsy genoteer of ongenoteer, en die leen, verpand of herverpand van effekte, hetsy genoteer of ongenoteer, wat aan die kopers of verkopers van effekte behoort, reguleer;
- (iii) kwitansies uitreik vir effekte, hetsy genoteer of ongenoteer, wat vir veilige bewaring ontvang is; en
- (iv) effekte, hetsy genoteer of ongenoteer, hou en lewer ooreenkomstig die opdrag van die persoon wat daarop geregtig is;
- (y) dat 'n lid werk kan werf of daarvoor kan adverteer behoudens die bepalings van die reëls;
- (z) dat voorsiening gemaak word vir die wyse waarop 'n effektebeurs ontbind of hersaamgestel moet word; en
- (zA) in die algemeen, dat die besigheid van die lid en die effektebeurs met behoorlike inagneming van die openbare belang gedryf word.”;
- (b) deur subartikels (2) en (3) te skrap;
- (c) deur subartikels (4), (5), (6), (7), (8) en (9) deur onderskeidelik die volgende subartikels te vervang:
- “(4) Die Registrateur laat so gou **[doenlik]** moontlik nadat hy 'n **[sertifikaat toegestaan het wat die uitreiking van 'n]** effektebeurs-lisensie **[magtig]** uitgereik het, die reëls van die betrokke effektebeurs in **[albei]** enige twee amptelike tale (waarvan een Engels moet wees) in die *Staatskoerant* op koste van die betrokke effektebeurs publiseer.
- (5)(a) Geen toevoeging by, of wysiging of herroeping (behalwe 'n opskorting) van die reëls **[van 'n vereniging wat die houer van 'n effektebeurslisensie is]** is geldig nie tensy **[dit, op aansoek van sodanige vereniging en teen betaling deur hom van]**—
- (i) die voorgeskrewe geld betal is;
- (ii) dit skriftelik deur die Registrateur goedgekeur is; en **[indien hy dit goedkeur, tree die]**
- (iii) 'n datum in die Registrateur se goedkeuring vir die inwerkingtre-ding van sodanige toevoeging, **[of]** wysiging **[in werking op 'n datum in die goedkeuring vermeld]** of herroeping bepaal word.
- (b) Die Registrateur moet, na oorweging van enige beswaar beoog in subartikel (7), 'n toevoeging, wysiging of herroeping bedoel in para-graaf (a), goedkeur of afkeur binne 'n tydperk van twee maande na die verstryking van die tydperk bedoel in daardie subartikel.
- (c) Indien die Registrateur 'n toevoeging, **[of]** wysiging of herroeping van die reëls in paragraaf (a) bedoel nie binne 'n tydperk van twee maande na verstryking van die tydperk in subartikel (7) bedoel, afkeur nie, word hy geag dit goed te gekeur het, en tree die toevoeging, **[of]** wysiging of herroeping in werking op die dag wat onmiddellik volg op die datum van verstryking van voormelde tydperk van twee maande.
- (6) By ontvangs van 'n aansoek om sy goedkeuring kragtens subartikel (5) laat die Registrateur, op koste van die **[vereniging]** effektebeurs, in die *Staatskoerant* 'n kennisgewing in **[albei]** enige twee amptelike tale (waarvan een Engels moet wees) publiseer waarin die voorgestelde toevoegings, **[of]** wysigings of herroepings van die reëls uiteengesit word.
- (7) **[Genoemde]** Die genoemde kennisgewing moet alle belang-

members of the stock exchange concerned) who have any objections to the proposed additions, amendments or [alterations] rescissions, to lodge their objections with the Registrar within a period of 30 days from the date of publication of the notice in the *Gazette*.

(8) Whenever [the Registrar deems it desirable] it is in the public interest, [he] the Registrar may, after consultation with the committee [of a licensed stock exchange] and with the consent of the Minister, by notice in the *Gazette* [amend] add to, amend or rescind the rules of such stock exchange with effect from the date immediately following upon the date of publication of the notice or such later date as may be specified therein.

(9) (a) Subject to the prior approval of the Registrar, the committee [of a licensed stock exchange] may suspend any of [its] the rules of the stock exchange concerned for a period not exceeding 30 days at a time after notice of the proposed suspension has been advertised in the *Gazette*.

(b) The Registrar may, for the period of such suspension, issue an interim rule in terms of subsection (8) to regulate the matter in question until such time as an appropriate amendment to the rules can be made in terms of this section.

(c) Any contravention of or non-compliance with an interim rule shall *mutatis mutandis* have the same legal effect as the contravention of or non-compliance with a rule.”;

(d) by the substitution of subsection (10) of the following subsection:

“(10) The provisions of any rule made under this section shall be binding on all members, on all officers or employees of members and on every person utilising the services of a member or who concludes a transaction with a member in the course of that member’s business.”;

(e) by the addition of the following subsections:

“(11) (a) A rule may for any contravention thereof or failure to comply therewith, prescribe any one or more of the following penalties:

- (i) A reprimand;
- (ii) censure;
- (iii) a fine not exceeding R1 000 000, which fine shall be paid to the fund referred to in section 30;
- (iv) suspension;
- (v) cancellation of membership; or
- (vi) a direction to a member to terminate the employment of an officer or employee.

(b) The rule contemplated in paragraph (a) may also prescribe that full particulars regarding the imposition of a penalty shall be published and that any person convicted under that paragraph may be ordered to pay the costs incurred in the investigation or hearing in question.

(12) For the purpose of this section—

(a) ‘clearing’ means the act of calculating and determining prior to settlement of a particular transaction—

- (i) the exact number and identity of the listed securities to be delivered by or on behalf of the seller;
- (ii) the corresponding monetary consideration to be paid by or on behalf of the buyer in order to complete settlement of that particular transaction;

(b) ‘netting’ means an offsetting of positions or obligations by trading partners or participants in a system before settlement;

(c) ‘settlement’ means an act that discharges obligations in respect of funds or listed securities between two or more parties;

(d) ‘an interim rule’ means a rule issued temporarily by the Registrar to regulate a matter previously regulated by a rule which has been suspended.”.

hebbendes (uitgesonderd lede van die betrokke effektebeurs) wat beswaar het teen die voorgestelde toevoegings, [of] wysigings of herroepings, aansê om hul beswaar binne 'n tydperk van 30 dae vanaf die datum van publikasie van die kennisgewing in die *Staatskoerant* by die Registrateur in te lewer.

(8) Wanneer [die Registrateur] dit in die openbare belang [wenslik ag] is, kan [hy] die Registrateur, na oorlegpleging met die komitee [van 'n gelisensieerde effektebeurs] en met die toestemming van die Minister by kennisgewing in die *Staatskoerant* die reëls van dié effektebeurs aanvul, wysig [aanvul] of herroep met ingang van die datum wat onmiddellik volg op die datum van publikasie van die kennisgewing of die later datum wat daarin aangegee word.

(9)(a) Onderworpe aan die voorafgaande goedkeuring van die Registrateur kan die komitee [van 'n gelisensieerde effektebeurs] enige van [sy] die reëls van die betrokke effektebeurs vir 'n tydperk van hoogstens 30 dae op 'n keer opskort nadat kennisgewing van die voorgestelde opskorting in die *Staatskoerant* geadverteer is.

(b) Die Registrateur kan, vir die tydperk van sodanige opskorting, 'n tussentydse reël ingevolge subartikel (8) uitvaardig om die betrokke aangeleentheid te reël totdat 'n gepaste wysiging aan die reëls ingevolge hierdie artikel gemaak kan word.

(c) Enige oortreding van 'n tussentydse reël of versuim om daaraan te voldoen, het *mutatis mutandis* dieselfde regsgevolge as 'n oortreding van 'n reël of versuim om daaraan te voldoen.”;

(d) deur subartikel (10) deur die volgende subartikel te vervang:

“(10) Die bepalinge van enige reël uitgevaardig kragtens hierdie artikel is bindend op alle lede, op alle beamptes of werknemers van lede en op enige persoon wat die dienste van 'n lid gebruik of wat 'n transaksie met 'n lid sluit in die loop van daardie lid se besigheid.”; en

(e) deur die volgende subartikels by te voeg:

“(11)(a) 'n Reël kan vir 'n oortreding daarvan of versuim om daaraan te voldoen, een of meer van die volgende strawwe voorskryf:

- (i) 'n Teregwyding;
- (ii) sensuur;
- (iii) 'n boete van hoogstens R1 000 000, welke boete aan die fonds bedoel in artikel 30 betaal word;
- (iv) opskorting;
- (v) kansellering van lidmaatskap; of
- (vi) 'n voorskrif aan 'n lid om die diens van 'n beampte of werknemer te beëindig.

(b) 'n Reël beoog in paragraaf (a) kan ook voorskryf dat volle besonderhede betreffende die opleë van 'n straf gepubliseer moet word en dat iemand kragtens daardie paragraaf veroordeel, beveel kan word om die koste opgehoop in die betrokke ondersoek of verhoor te betaal.

(12) By die toepassing van hierdie artikel beteken—

(a) ‘verrekening’ die daad van berekening en bepaling voor vereffening van 'n besondere transaksie van—

(i) die presiese getal en identiteit van die genoteerde effekte wat gelewer moet word deur of namens die verkoper;

(ii) die ooreenstemmende geldelike teenprestasie wat betaal moet word deur of namens die koper ten einde die vereffening van daardie besondere transaksie te voltooi;

(b) ‘suiwering’ 'n teenrekening van posisies of verpligtinge deur verhandelingsvennote of -deelnemers in 'n stelsel voor vereffening;

(c) ‘vereffening’ 'n daad wat die verpligtinge ten opsigte van gelde of genoteerde effekte tussen twee of meer partye nakom;

(d) “'n tussentydse reël’ 'n reël wat tydelik deur die Registrateur uitgereik word om 'n aangeleentheid te reël wat voorheen deur 'n reël wat opgeskort is, gereël is.”.

60 Vervanging van artikel 13 van Wet 1 van 1985

13. Artikel 13 van die Hoofwet word hierby deur die volgende artikel vervang:

“Limitation on financial interest of president

13. (1) Only a person who has no financial interest in any member of a stock exchange shall be appointed as president of that stock exchange.

(2) If no such person is available to be appointed as president, the committee may appoint any person who has a financial interest in a member to act as president for a period not exceeding six months.” 5

Substitution of section 14 of Act 1 of 1985

14. The following section is hereby substituted for section 14 of the principal Act:

“Separation of funds of members and other persons

14. (1) Every member shall open and maintain a separate trust account at a bank and shall on the date of receipt of any payment from or on behalf of a person deposit in such account either the cheque, draft or instrument by means of which such payment is made or alternatively deposit for same day value in such account funds equal to the amount of such payment: Provided that a deposit shall not be necessary if such payment— 10

(a) is made to a member by a buyer of listed securities— 15
 (i) against delivery of such securities to the buyer; or
 (ii) against such securities being marked or recorded as the property of the buyer; or

(b) is preceded by a payment made by the member to a seller of listed securities against delivery of such securities to the member; or 20

(c) is made to pay a debt due to the member: Provided that a debt arising from the purchase of listed securities which have not been marked or recorded as the property of a buyer of listed securities shall not be regarded as a debt due for this purpose; or 25

(d) is made in terms of any other law or the rules which specifically provide for such payment to be deposited into some other account.

(2) Funds held in the trust account and any such funds which have not been deposited into the trust account as envisaged in subsection (1) but which are identifiable as belonging to a specific person, shall be deemed to be ‘trust property’ as defined in the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984), and the provisions of the said Act shall apply to such funds unless otherwise provided for in this section. 30

(3) Funds deposited into the trust account may only be withdrawn by the member for the purposes of making payment— 35

(a) to the person or member entitled to such payment; or
 (b) in terms of any other law or the rules:

Provided that if after such withdrawal any deposited cheque, draft or other instrument against which such withdrawal was made, is not subsequently honoured, the member shall pay the shortfall arising from such default immediately into the trust account. 40

(4) All bank charges accruing in respect of the trust account shall be for the account of the member concerned except for those bank charges specifically related to a deposit or withdrawal of the funds of any person which shall, in such case, be for such person’s own account. 45

(5) Any interest accruing on the funds in a trust account shall accrue to and shall be payable to the person entitled to such funds after any administration fee or charge to which the member may be entitled in terms of the rules or any other law has been deducted.

(6) (a) Notwithstanding any other law or the common law, an amount deposited in a trust account shall not under any circumstances form part of the assets of the member. 50

“Beperking op finansiële belang van president

13. (1) Slegs 'n persoon wat geen finansiële belang in 'n lid van 'n effektebeurs het nie mag as president van daardie effektebeurs aangestel word.

(2) Indien geen sodanige persoon vir aanstelling as president beskikbaar is nie, kan die komitee 'n persoon wat 'n finansiële belang in 'n lid het, aanstel om as president op te tree vir 'n tydperk van hoogstens ses maande.”.

Vervanging van artikel 14 van Wet 1 van 1985

10 14. Artikel 14 van die Hoofwet word hierby deur die volgende artikel vervang:

“Skeiding van fondse van lede en ander persone

14. (1) Elke lid moet 'n afsonderlike trustrekening by 'n bank open en in stand hou en moet op die datum van ontvangs van 'n betaling van of namens 'n persoon die tjek, wissel of instrument deur middel waarvan sodanige betaling gemaak word in sodanige rekening deponeer of alternatiewelik fondse teen dieselfde dag waarde gelykstaande aan die bedrag van sodanige betaling in sodanige rekening deponeer: Met dien verstande dat 'n deposito nie nodig is nie indien sodanige betaling—

(a) gemaak word aan 'n lid deur 'n koper van genoteerde effekte—
(i) teen lewering van sodanige effekte aan die koper; of
(ii) teen die merk of aantekening van sodanige effekte as die eiendom van die koper; of

(b) voorafgegaan word deur 'n betaling gemaak deur die lid aan 'n verkoper van genoteerde effekte teen lewering van sodanige effekte aan die lid; of

(c) gemaak word om 'n skuld verskuldig aan die lid te betaal: Met dien verstande dat 'n skuld wat voortspruit uit die koop van genoteerde effekte wat nie gemerk of aangeteken is as die eiendom van 'n koper van genoteerde effekte nie, nie geag word 'n skuld vir dié doeleinde verskuldig te wees nie; of

(d) gemaak word ingevolge 'n ander wet of die reëls wat spesifiek voorsiening maak dat sodanige betaling in 'n ander rekening gedeponeer moet word.

(2) Fondse wat in die trustrekening gehou word en enige sodanige fondse wat nie in die trustrekening gedeponeer is nie soos in subartikel (1) beoog maar wat identifiseerbaar is as die eiendom van 'n bepaalde persoon, word geag 'trustseiendom' te wees soos omskryf in die Wet op Finansiële Instellings (Belegging van Fondse), 1984 (Wet No. 39 van 1984), en, tensy anders in hierdie artikel bepaal, is die bepalings van genoemde Wet van toepassing op sodanige fondse.

(3) Fondse in die trustrekening gedeponeer kan slegs onttrek word deur die lid vir die doeleindes van die betaling—

(a) aan die persoon of lid geregtig op sodanige betaling; of
(b) ingevolge 'n ander wet of die reëls:

Met dien verstande dat indien na sodanige onttrekking enige gedeponeerde tjek, wissel of ander instrument waarteen sodanige onttrekking gedoen was nie daarna nagekom word nie, die lid die tekort wat voortspruit uit sodanige wanbetaling onmiddellik in die trustrekening moet inbetaal.

(4) Alle bankkoste wat oploop ten opsigte van die trustrekening is vir die rekening van die betrokke lid uitgesonderd daardie bankkoste wat spesifiek betrekking het op 'n deposito of onttrekking van die fondse van 'n persoon wat, in sodanige geval, vir die rekening van sodanige persoon is.

(5) Enige rente wat op die fondse in 'n trustrekening oploop, kom die persoon wat op sodanige fondse geregtig is toe en is aan die persoon betaalbaar nadat enige administrasiefooi of -heffing waarop die lid geregtig is ingevolge die reëls of 'n ander wet afgetrek is.

(6)(a) Ondanks die bepalings van enige ander wet of die gemenereg, maak 'n bedrag gedeponeer in 'n trustrekening onder geen omstandighede deel uit van die bates van die lid nie.

(b) Any excess remaining in the trust account after payment of or provision for all claims of persons whose funds have or should have been deposited in such trust account, shall not be trust property as contemplated in subsection (2).

(7) The division of the Supreme Court of South Africa having jurisdiction over a member may, on application made by the committee, the Registrar or any other person having a financial interest in or claim against the trust account, on good cause shown, prohibit such member from operating the trust account in any way and may appoint a curator to control and administer the trust account with such rights, duties and powers in relation thereto as the court may deem fit.”.

Repeal of section 15 of Act 1 of 1985

15. Section 15 of the principal Act is hereby repealed.

Substitution of section 16 of Act 1 of 1985, as amended by section 14 of Act 64 of 1990 and section 12 of Act 54 of 1991

16. The following section is hereby substituted for section 16 of the principal Act:

“Committee’s duties in relation to listing of securities

16. The committee [of a licensed stock exchange]—

- (a) shall keep a list of the securities which may be dealt in on the stock exchange, and shall, subject to the provisions of section 17(4), not permit [dealings] transactions on the stock exchange in securities not included in the list, but may permit [dealings] transactions on the stock exchange in securities of a company or corporate body not registered or incorporated in the Republic which are listed or quoted on, or in respect of which permission to [deal in] buy and sell such securities has been granted and has not been withdrawn by, a stock exchange outside the Republic which has been recognized by the Registrar for the purposes of this paragraph;
- (b) shall receive, consider and grant, defer or refuse applications by the issuers of securities for the inclusion of securities in the list of securities; [and]
- (c) shall revise the list at least once during every year by ensuring that every issuer of listed securities has certified to the stock exchange that such issuer has complied with every disclosure requirement for continued listing as may be imposed by the committee from time to time; and
- (d) shall submit to the Registrar in each year a certificate by the president that the list has been revised during that year, and may, notwithstanding any arrangement entered into before or after the commencement of this Act under which the listed securities may be [dealt in] bought and sold on the stock exchange, charge such fees in respect of the [revision] continued listing as may be [prescribed] provided for in the rules of the stock exchange.”.

Amendment of section 17 of Act 1 of 1985, as amended by section 13 of Act 54 of 1991

17. Section 17 of the principal Act is hereby amended—

- (a) by the substitution for subsections (1), (2), (3) and (4) of the following subsections, respectively:

“(1) Notwithstanding any arrangement entered into under which listed securities may be [dealt in] bought and sold on a stock exchange, the committee [of the stock exchange] may, subject to the other provisions of this section [if after investigation in accordance with] and the rules, [of the stock exchange the committee is of the opinion that it is desirable to do so] and if it is in the public interest—

(b) Enige oorskot wat in die trustrekening oorbly na betaling van of voorsiening vir alle eise van persone wie se fondse in sodanige trustrekening gedeponeer is of gedeponeer moes wees, is nie trusteeendom soos bedoel in subartikel (2) nie.

5 (7) Die afdeling van die Hooggeregshof van Suid-Afrika wat jurisdiksie oor 'n lid het, kan op aansoek van die komitee, die Registrateur of 'n ander persoon wat 'n finansiële belang het in of eis teen 'n trustrekening, by die aanvoer van goeie gronde, sodanige lid verbied om sodanige rekening op enige wyse te bedryf en kan 'n kurator aanstel om die trustrekening te
10 beheer en te administreer met sodanige regte, pligte en bevoegdhede ten opsigte daarvan wat die hof goeddink.”.

Herroeping van artikel 15 van Wet 1 van 1985

15. Artikel 15 van die Hoofwet word hierby herroep.

Vervanging van artikel 16 van Wet 1 van 1985, soos gewysig deur artikel 14 van
15 Wet 64 van 1990 en artikel 12 van Wet 54 van 1991

16. Artikel 16 van die Hoofwet word hierby deur die volgende artikel vervang:

“Pligte van komitee met betrekking tot notering van effekte

16. Die komitee [van 'n gelisensieerde effektebeurs]—

- 20 (a) hou 'n lys van die effekte waarin op die effektebeurs sake gedoen kan word en mag, behoudens die bepalings van artikel 17(4), geen [sake] transaksies op die effektebeurs in effekte wat nie in die lys opgeneem is nie, toelaat nie, maar kan toelaat dat [sake] transaksies op die effektebeurs gedoen word in effekte van 'n maatskappy of regsper-
25 soon wat nie in die Republiek geregistreer of geïnkorporeer is nie, wat genoteer is op, of ten opsigte waarvan toestemming om [sake te doen] sodanige effekte te koop en te verkoop verleen is en nie herroep is nie deur, 'n effektebeurs buite die Republiek wat deur die Registrateur vir die doeleindes van hierdie paragraaf erken is;
- 30 (b) ontvang, oorweeg en staan toe, stel uit of weier aansoeke deur uitreikers van effekte om die opname van effekte in die lys van effekte; [en]
- (c) hersien dié lys minstens een maal gedurende elke jaar [en lê] deur te verseker dat elke uitreiker van genoteerde effekte aan die effektebeurs gesertifiseer het dat sodanige uitreiker aan elke vereiste vir openbaar-
35 making soos van tyd tot tyd deur die komitee opgelê vir die voortgesette notering voldoen; en
- (d) moet elke jaar aan die Registrateur 'n sertifikaat deur die president [voor] voorlê dat die lys gedurende daardie jaar hersien is, en kan ondanks 'n reëling voor of na die inwerkingtreding van hierdie Wet
40 aangegaan waarkragtens [in] die genoteerde effekte op die effektebeurs [sake gedoen] gekoop en verkoop mag word, ten opsigte van dié [hersiening] voortgesette notering die gelde vra [wat] waarvoor in die reëls van die effektebeurs [voorgeskryf] voorsiening gemaak word.”.

45 Wysiging van artikel 17 van Wet 1 van 1985, soos gewysig deur artikel 13 van Wet 54 van 1991

17. Artikel 17 van die Hoofwet word hierby gewysig—

- (a) deur subartikels (1), (2), (3) en (4) deur onderskeidelik die volgende subartikels te vervang:
- 50 “(1) Ondanks enige reëling aangeaan waarkragtens [in] genoteerde effekte op die effektebeurs [sake gedoen mag] gekoop en verkoop kan word, kan die komitee [van die effektebeurs] behoudens die ander bepalings van hierdie artikel [indien die komitee na ondersoek ooreenkomstig] en die reëls, [van die effektebeurs van oordeel is dat
55 dit wenslik is om dit te doen] en indien dit in die openbare belang is—

- (a) remove from a list of securities referred to in section 16(a) any securities previously included therein, or suspend the inclusion in the list of those securities; or
- (b) omit from a list of quotations of prices of securities issued for publication on the authority of the stock exchange, the prices of any securities previously quoted in the list: Provided that a transfer of the price of securities from one section of the list to another section of that list shall not be regarded as an omission as contemplated in this paragraph.
- (2) No removal, suspension or omission referred to in subsection (1) shall be effected by the committee on a ground in respect of which the **[person who issued]** issuer of the securities has not had **[the]** an opportunity of making representations to the committee in support of the continued inclusion of the securities of prices in the relevant list.
- (3) Whenever **[the president of the stock exchange is of the opinion that]** it is **[desirable, also for the purposes of compliance with and enforcement of]** in the public interest and whenever the rules and other requirements of the stock exchange in respect of the listing of securities **[he may, after consultation with the head of the department of the stock exchange dealing with the listing of securities, without prior notice to any person and without hearing any person]** are not complied with, the president may order a suspension or an omission referred to in paragraphs (a) and (b) of subsection (1), respectively, for a period not exceeding 30 days.
- (4) **[In the case where]** Where the inclusion of securities in a list of securities has been suspended in terms of this section, the committee may, notwithstanding the provisions of section 16(a), permit members **[of the stock exchange concerned to deal on that stock exchange in the]** to buy and sell those securities **[concerned]** for the sole purpose of **[making]** allowing members concerned to make such purchases of **[the]** securities **[concerned]** as may be necessary to fulfill their obligations entered into in relation to those securities before the suspension.”; and
- (b) by the substitution for subsection (6) of the following subsection:
- “(6) Securities **[issued by a company and]** considered by the president **[after consultation with the head of the department of the stock exchange dealing with the listing of securities]** to be eligible for continued inclusion in the list of securities, shall not be removed from that list upon the request or application by the **[company]** issuer concerned, unless the proposed removal has been approved by its shareholders at a general meeting.”.

Amendment of section 18 of Act 1 of 1985

18. Section 18 of the principal Act is hereby amended—

- (a) by the substitution for subsection (1) of the following subsection:
- “(1) Notwithstanding any conditions **[on]** which the committee **[of a stock exchange]** may have **[consented to]** imposed in respect of the inclusion of any securities in the list referred to in section 16(a), any conditions imposed thereafter and in force from time to time in respect of the inclusion, may be applied by the committee also to securities in respect of which consent was granted prior to the imposition of the latter conditions, by notice in writing to the **[person who issued the]** issuer of such securities **[concerned]**: Provided that—
- (a) **[such]** any conditions so applied to any securities shall take effect in respect of such securities from a date determined by the committee concerned, which shall not be earlier than three months from the date on which the committee so notifies such **[person]** issuer, but that the committee may extend the first-mentioned date on written application by the **[person who issued the]** issuer of such securities; and
- (b) any conditions relating to the capital structure of **[a company]** an

(a) enige effekte wat voorheen in 'n lys van effekte bedoel in artikel 16(a) opgeneem is daaruit verwyder, of die opname van daardie effekte in die lys opskort; of

(b) die pryse van effekte wat voorheen genoteer is op 'n lys van prysnoterings van effekte wat op gesag van die effektebeurs vir publikasie uitgereik word, uit die lys weglaat: Met dien verstande dat 'n oordrag van die prys van effekte van een afdeling van die lys na 'n ander afdeling van daardie lys nie as 'n weglating soos beoog in hierdie paragraaf beskou word nie.

(2) Geen verwydering, opskorting of weglating bedoel in subartikel (1) deur die komitee geskied op 'n grond ten opsigte waarvan die [persoon wat] uitreiker van die effekte [uitgegee het] nie 'n geleentheid gehad het om versoë tot die komitee te rig ter ondersteuning van die voortgesette opname van die effekte of pryse in die betrokke lys nie.

(3) Wanneer [die president van 'n effektebeurs van oordeel is dat] dit [wenslik is, ook vir die doeleindes van die nakoming en afdwinging van] in die openbare belang is en wanneer die reëls en ander vereistes van die effektebeurs ten opsigte van die notering van effekte [kan hy, na oorlegpleging met die hoof van die departement van die effektebeurs wat met die notering van effekte handel, sonder voorafgaande kennisgewing aan enige persoon en sonder om enige persoon aan te hoor] nie aan voldoen word nie, kan die president 'n opskorting of weglating bedoel in onderskeidelik paragrafe (a) en (b) van subartikel (1) gelas vir 'n tydperk van hoogstens 30 dae.

(4) [In die geval waar] Waar die opname van effekte in 'n lys van effekte ingevolge hierdie artikel opgeskort is, kan die komitee, ondanks die bepalings van artikel 16(a), lede [van die betrokke effektebeurs] toelaat om [op daardie effektebeurs in die betrokke effekte sake te doen] daardie effekte te koop en te verkoop met die uitsluitlike doel om [dié aankope van die] betrokke lede toe te laat om sodanige aankope van effekte te doen wat nodig is om hul verpligtings ten opsigte van daardie effekte wat voor die opskorting aangegaan is, na te kom.”; en

(b) deur subartikel (6) deur die volgende subartikel te vervang:

“(6) Effekte wat deur [’n maatskappy uitgegee is en deur] die president [na oorlegpleging met die hoof van die departement van die effektebeurs wat met die notering van effekte handel] geskik geag word vir voortgesette opname in die lys van effekte, word nie op versoek of aansoek van die betrokke [maatskappy] uitreiker uit die lys verwyder nie, tensy die voorgestelde verwydering deur die aandeelhouders van die betrokke [maatskappy] uitreiker op 'n algemene vergadering goedgekeur is.”.

Wysiging van artikel 18 van Wet 1 van 1985

18. Artikel 18 van die Hoofwet word hierby gewysig—

(a) deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Ondanks die voorwaardes [waarop] wat die komitee [van 'n effektebeurs ingestem het dat effekte opgeneem word] opgelê het ten opsigte van die opname van enige effekte in die lys [vermeld] bedoel in artikel 16(a), kan voorwaardes wat daarna opgelê word en van tyd tot tyd van krag is ten opsigte van opname, deur die komitee ook op effekte ten opsigte waarvan instemming voor die oplegging van laasgenoemde voorwaardes verleen is, toegepas word by skriftelike kennisgewing aan die [persoon wat die betrokke] uitreiker van sodanige effekte [uitgegee het]: Met dien verstande dat—

(a) [sodanige] enige voorwaardes wat aldus op effekte toegepas word, ten opsigte van dié effekte van krag word vanaf 'n datum deur die betrokke komitee bepaal, wat nie vroeër is nie as drie maande vanaf die datum waarop die komitee sodanige [persoon] uitreiker aldus in kennis stel, maar dat die komitee op skriftelike aansoek deur die [persoon wat die] uitreiker van sodanige effekte [uitgegee het], eersbedoelde datum kan verleng; en

(b) enige voorwaardes met betrekking tot die kapitaalstruktuur van 'n

issuer of listed securities or to the voting rights of shareholders of [a company] an issuer of listed securities shall not be [so] applied to the [existing shares of a company] securities of that issuer previously listed unless the conditions [on] in terms of which the committee [consented to the inclusion of the] included those securities [of the company concerned] in the said list, empower the committee so to do.”; 5

(b) by the deletion of subsection (2); and

(c) by the substitution for subsection (3) of the following subsection:

“(3) If the committee [of a stock exchange] refuses an application for an extension in terms of paragraph (a) of the proviso to subsection (1) [or in terms of subsection (2), the person] the issuer concerned may make representations in writing to the Registrar, and if [the Registrar is satisfied that] the application for an extension is reasonable and in the interests of the shareholders of the [company] issuer concerned, [he] the Registrar may, [in his discretion] after consultation with the committee concerned, extend the date on which such conditions shall take effect by not more than three months, and shall in writing inform the committee accordingly.”. 10 15

Substitution of section 19 of Act 1 of 1985 20

19. The following section is hereby substituted for section 19 of the principal Act:

“Disclosure of information by issuers of securities which are listed

19. (1)(a) The president [of a stock exchange] may, by notice in writing, require any [person] issuer whose securities are included in the list referred to in section 16(a) to disclose to him, within a period specified [by him, such] in such notice, any information at such [person's] issuer's disposal [as the president may determine, and if the president is satisfied, after such person has had] pertaining to such securities or to the affairs of that issuer which is in the public interest and, after giving such issuer an opportunity of making representations to him, [that the disclosure of that information to the registered holders of the securities in question will be in the public interest, he may by notice in writing require such person to disclose that information within the period specified in the notice] require such issuer to disclose that information to the registered holders of the securities in question within a further period specified in the said notice. 25 30 35

(b) If such [person] issuer has any objection to the disclosure of the information in question to the president or such registered holders, such [person] issuer may, after notice in writing thereof to the president, and within the [relative] relevant period so specified by the president, submit the information required by or furnished to the president, as the case may be, to the Registrar, together with a statement of the reasons for such [person's] issuer's objection, and if the Registrar is satisfied, after such [person has] issuer and the president had an opportunity of making representations to the Registrar, that the disclosure of the information in question to the registered holders of the securities in question will be in the public interest, the Registrar may by notice in writing require such [person] issuer so to disclose that information and to disclose it to the committee [of the stock exchange] within the period specified in the notice. 40 45

(2) Such [person] issuer shall, subject to the provisions of paragraph (b) of subsection (1), comply with the requirements of the president in terms of that paragraph, and shall comply with the requirements of the Registrar in terms of the said paragraph, within the [relative] relevant period specified 50

- 5 [**maatskappy**] uitreiker van genoteerde effekte of tot die stemreg van aandeelhouders [**in 'n maatskappy nie op die bestaande effekte van 'n maatskappy aldus**] van 'n uitreiker van genoteerde effekte nie op die effekte van daardie uitreiker wat vroeër genoteer is, toegepas word nie, tensy die voorwaardes [**waarop**] ingevolge waarvan die komitee [**tot die opname van die**] daardie effekte [**van die betrokke maatskappy**] in genoemde lys [**ingestem**] opgeneem het, die komitee magtig om dit te doen.”;
- 10 (b) deur subartikel (2) te skrap; en
- 10 (c) deur subartikel (3) deur die volgende subartikel te vervang:
- 15 “(3) Indien die komitee [**van 'n effektebeurs**] 'n aansoek om verlenging ingevolge paragraaf (a) van die voorbehoudsbepaling by subartikel (1) [**of ingevolge subartikel (2)**] weier, kan die betrokke [**persoon**] uitreiker skriftelik vertoë tot die Registrateur rig, en indien [**die Registrateur oortuig is dat**] die aansoek om verlenging redelik en in belang van die aandeelhouders van die betrokke [**maatskappy**] uitreiker is, kan [**hy, na goeddunke**] die Registrateur, na oorlegpleging met die betrokke komitee, die datum waarop sodanige voorwaardes van krag word met hoogstens drie maande verleng, en stel hy die komitee
- 20 dienooreenkomstig skriftelik in kennis.”.

Vervanging van artikel 19 van Wet 1 van 1985

19. Artikel 19 van die Hoofwet word hierby deur die volgende artikel vervang:

“Bekendmaking van inligting deur uitreikers van effekte wat genoteer is

- 25 19. (1)(a) Die president [**van 'n effektebeurs**] kan, by skriftelike kennisgewing, vereis dat [**iemand**] 'n uitreiker wie se effekte opgeneem is in die lys bedoel in artikel 16(a), binne 'n tydperk [**deur die president**] vermeld in sodanige kennisgewing, aan [**hom die**] die president enige inligting [**tot so iemand se beskikking wat die president bepaal**] bekend
- 30 maak [**en indien die president oortuig is, nadat so iemand**] wat tot die uitreiker se beskikking is met betrekking tot sodanige effekte of tot die sake van daardie uitreiker wat in die openbare belang is en, nadat sodanige uitreiker 'n geleentheid [**gehad het**] gegun is om vertoë tot hom te rig, [**dat die bekendmaking van daardie inligting aan die geregistreerde houders van die betrokke effekte in die openbare belang sal wees, kan hy by skriftelike kennisgewing vereis dat so iemand daardie inligting binne die tydperk in die kennisgewing vermeld, aldus bekend maak**] kan die president van sodanige uitreiker vereis om, binne 'n verdere tydperk vermeld in die betrokke kennisgewing, daardie inligting aan die geregistreerde houders van die betrokke effekte te openbaar.
- 40 (b) Indien [**so iemand**] sodanige uitreiker enige beswaar het teen die bekendmaking van die betrokke inligting aan die president of daardie geregistreerde houders, kan [**so iemand**] sodanige uitreiker, na skriftelike kennisgewing daarvan aan die president en binne die toepaslike tydperk aldus deur die president vermeld, die inligting deur die president aangevra of aan die president verstrek, na gelang van die geval, tesame met besonderhede van die redes vir [**so iemand**] sodanige uitreiker se beswaar, aan die Registrateur voorlê, en indien die Registrateur, nadat [**so iemand**] sodanige uitreiker en die president 'n geleentheid gehad het om vertoë tot die Registrateur te rig, oortuig is dat die openbaarmaking van die betrokke inligting aan die geregistreerde houders van die betrokke effekte in die openbare belang sal wees, kan die Registrateur by skriftelike kennisgewing vereis dat [**so iemand**] sodanige uitreiker binne die tydperk in die kennisgewing vermeld, daardie inligting aldus, en ook aan die komitee, [**van die effektebeurs**] bekend maak.
- 55 (2) [**So iemand**] Sodanige uitreiker moet, behoudens die bepalinge van paragraaf (b) van subartikel (1), aan die vereistes van die president ingevolge daardie subartikel, en moet aan die vereistes van die Registrateur ingevolge genoemde paragraaf, voldoen binne die toepaslike tydperk

or within such further period as the president or the Registrar, as the case may be, may allow.

(3) If such [person] issuer discloses information to registered holders of the securities concerned which may influence the price of those securities, he shall at the same time make it available, for immediate publication, to—

- (a) the South African Press Association and at least two [English and two Afrikaans] daily newspapers in the Republic in any two official languages, one of which shall be English; and
- (b) the president of the stock exchange concerned.”.

Amendment of section 20 of Act 1 of 1985, as amended by section 27 of Act 54 of 1989, section 14 of Act 54 of 1991 and section 34 of Act 83 of 1992

20. Section 20 of the principal Act is hereby amended—

(a) by the substitution for paragraph (a) of subsection (1) of the following paragraph:

“(a) If the committee—

- (i) rejects an application for membership by any person;
 - (ii) or the disciplinary tribunal contemplated in section 2A(b) terminates the membership of any member or directs any member to terminate the employment of an officer or employee;
 - (iii) or the disciplinary tribunal contemplated in section 2A(b) imposes any penalty on any member, stock-broker or officer or employee of a member;
 - (iv) in terms of section 16(b) defers or refuses any application for the inclusion of securities in the list, or in terms of section 17(1)(a) removes securities from the list, or in terms of section 17(1)(a) suspends securities from the list of securities for a period which together with any suspension in terms of section 17(3) exceeds 30 days, or in terms of section 17(1)(b) omits the price of securities from a list of quotations for a period which together with any omission in terms of section 17(3) exceeds 30 days; or
 - (v) grants an application in terms of section 16(b) for the inclusion of securities in the list where the listing requirements of the stock exchange were not complied with in respect of those securities or where the inclusion of the securities in such list is not in the public interest,
- any aggrieved person contemplated in subparagraph (i), member, officer or employee of a member, stock-broker, issuer of securities or the Registrar, as the case may be, shall be entitled to be furnished with the reasons for the decision and may appeal against that decision to the board referred to in section 21, and the board may confirm, vary or set aside that decision, and, whether or not the appeal is withdrawn, make such award as to costs as it may deem fit: Provided that in the case of subparagraph (iii), the member, stock-broker or officer or employee of a member may appeal against such decision only with leave of the committee or disciplinary tribunal contemplated in section 2A(b), as the case may be.”;

(b) by the substitution for paragraph (b) of subsection (1) of the following paragraph:

“(b)(i) The board shall deal with an appeal with due regard to—

- (aa) the circumstances which [the committee] were considered in [coming to] making the decision appealed against in terms of paragraph (a);
- (bb) the grounds of the appeal;
- (cc) the documentary or oral evidence submitted or given by any person [(with or without legal representation)] at the request or with the permission of the board; and
- (dd) any other information at the disposal of the board.

(ii) The appellant shall, except if he is the Registrar, within the period prescribed, lodge with the secretary of the board such sum of money as the [chairman] chairperson of the board may have determined, as security for the payment of any costs that may be awarded against the appellant.”; and

(c) by the insertion after subsection (2) of the following subsection:

“(2A) Notwithstanding the provisions of subsections (1) and (2), the

vermeld of binne die verdere tydperk wat die president of die Registrateur, na gelang van die geval, toelaat.

(3) Indien [so iemand] sodanige uitreiker inligting aan geregistreerde houers van die betrokke effekte bekend maak wat die prys van daardie effekte kan beïnvloed, moet hy dit terselfdertyd vir onmiddellike publikasie beskikbaar stel aan—

(a) die Suid-Afrikaanse Persassosiasie en minstens twee [Afrikaanse en twee Engelse] dagblaaie in die Republiek in enige twee amptelike tale, waarvan een Engels moet wees; en

(b) die president van die betrokke effektebeurs.”.

Wysiging van artikel 20 van Wet 1 van 1985, soos gewysig deur artikel 27 van Wet 54 van 1989, artikel 14 van Wet 54 van 1991 en artikel 34 van Wet 83 van 1992

20. Artikel 20 van die Hoofwet word hierby gewysig—

(a) deur paragraaf (a) van subartikel (1) deur die volgende paragraaf te vervang:

“(a) Indien die komitee—

- (i) ’n aansoek om lidmaatskap deur ’n persoon afkeur;
- (ii) of die dissiplinêre tribunaal bedoel in artikel 2A(b) die lidmaatskap van ’n lid beëindig of enige lid gelas om die diens van ’n beampte of werknemer te beëindig;
- (iii) of die dissiplinêre tribunaal bedoel in artikel 2A(b) ’n lid, effektemakelaar of beampte of werknemer van ’n lid, ’n boete oplê;
- (iv) ingevolge artikel 16(b) ’n aansoek om die opname van effekte in die lys uitstel of weier, of ingevolge artikel 17(1)(a) effekte van die lys verwyder, of ingevolge artikel 17(1)(a) effekte op die lys van effekte opskort vir ’n tydperk wat tesame met ’n opskorting ingevolge artikel 17(3) 30 dae oorskry, of ingevolge artikel 17(1)(b) die prys van effekte uit ’n lys van prysnoterings weglaat vir ’n tydperk wat tesame met ’n weglating ingevolge artikel 17(3) 30 dae oorskry; of
- (v) ’n aansoek ingevolge artikel 16(b) om die opname van effekte in die lys toestaan waar daar nie aan die noteringsvereistes van die effektebeurs ten opsigte van daardie effekte voldoen is nie of waar die opname van die effekte in sodanige lys nie in die openbare belang is nie,

is ’n gegriefde persoon in subparagraaf (i) beoog, lid, beampte of werknemer van ’n lid, effektemakelaar, uitreiker van effekte of die Registrateur, na gelang van die geval, geregtig om voorsien te word van die redes vir die besluit en kan hy teen daardie besluit na die raad bedoel in artikel 21 appelleer, en die raad kan daardie besluit bekragtig, wysig of tersyde stel, en kan, ongeag of die appèl teruggetrek word of nie, die kostebevel uitreik wat hy goedvind: Met dien verstande dat in die geval van subparagraaf (iii) die lid, effektemakelaar of beampte of werknemer van ’n lid slegs met die instemming van die komitee of die dissiplinêre tribunaal bedoel in artikel 2A(b), na gelang van die geval, kan appelleer.”;

(b) deur paragraaf (b) van subartikel (1) deur die volgende paragraaf te vervang:

“(b) (i) Die raad handel met ’n appèl met behoorlike inagneming van—

(aa) die omstandighede wat [die komitee] in ag geneem [het] is toe [dit tot] die besluit [geraak het] geneem is waarteen geappelleer word ingevolge paragraaf (a);

(bb) die gronde van die appèl;

(cc) die dokumente of mondelinge getuienis wat deur iemand [(met of sonder regsverteenvoording)] op versoek of met die verlof van die raad voorgelê of gelewer is; en

(dd) enige ander inligting tot die raad se beskikking.

(ii) Die appellant, behalwe indien hy die Registrateur is, moet by die sekretaris van die raad binne die voorgeskrewe tydperk die bedrag wat die voorsitter van die raad bepaal het, stort as sekerheid vir die betaling van koste wat teen die appellant toegewys word.”; en

(c) deur na subartikel (2) die volgende subartikel in te voeg:

“(2A) Ondanks die bepalinge van subartikels (1) en (2) kan die

Registrar may, after having requested the committee in writing to review a decision which it has made or to make a decision which it has omitted to make or to take any action or to refrain from taking any particular action within a reasonable period, appeal to the board referred to in section 21 against any decision or action of the committee or any lack of decision or action by the committee and the provisions of subsection (1)(b)(ii) shall apply *mutatis mutandis*.”.

Amendment of section 21 of Act 1 of 1985

21. Section 21 of the principal Act is hereby amended by the substitution for subsection (2) of the following subsection:

“(2) The board shall consist of a judge who has been discharged from active service in terms of section 3 of the Judges’ Remuneration and Conditions of Employment Act, 1989 (Act No. 88 of 1989), or an advocate of senior counsel status of one of the divisions of the Supreme Court of the Republic of not less than 10 years standing, who shall be the [chairman] chairperson of the board, an accountant in public practice registered as an accountant and auditor, under the Public Accountants’ and Auditors’ Act, 1991 (Act No. 80 of 1991), of not less than 10 years standing, and a person selected by virtue of his knowledge of stock exchange matters in the Republic.”.

Substitution of section 22 of Act 1 of 1985, as amended by section 30 of Act 51 of 1988 and section 15 of Act 54 of 1991

22. The following section is hereby substituted for section 22 of the principal Act:

“Buying of securities for payment against offer of delivery of securities

22. (1) If a member buys listed securities on behalf of any buyer, or, acting as a principal, sells listed securities to any buyer who is not a member, the buyer shall, subject to the provisions of section 23 and the rules, pay the member the purchase price of such securities in cash against the offer of delivery of such securities or, if such offer is not made, within a period of seven business days, or such other prescribed period, after the buyer buys such securities: Provided that such payment shall not be required to be made if the buyer—

- (a) before such purchase makes arrangements with and gives instructions to a bank or a corporate body contemplated in paragraph (b) or a subsidiary of such a corporate body, to pay for the securities against delivery thereof, and notifies the member of such arrangements and instructions; or
- (b) is a corporate body or a subsidiary of a corporate body, whose latest audited balance sheet as at a date not earlier than 15 months prior to the date on which the securities are bought, shows that its assets exceed its liabilities (excluding liabilities in respect of paid-up share capital and reserves) by at least R10 000 000, and—
 - (i) such corporate body is capable of paying for the securities against delivery thereof to itself or its subsidiary; or
 - (ii) in the case of such subsidiary the corporate body has furnished the member with a written guarantee undertaking to pay the debt of such subsidiary, if that subsidiary fails to pay for such securities against delivery thereof.

(2) If any buyer who is obliged to pay for any listed securities within the period referred to in subsection (1) fails to do so, the member shall, on the business day following the expiry of such period or as soon thereafter as the committee may allow in the particular case—

- (a) sell such securities for the account of such buyer and claim the difference between the purchase price of such securities and the selling price obtained by such member for such securities, including interest as provided for in the rules; and

- 5 Registrateur, nadat die komitee skriftelik versoek is om 'n besluit te hersien wat dit geneem het of versuim het om te neem of om enige stappe te doen of om na te laat om enige besondere stappe binne 'n redelike tydperk te doen, appelleer na die raad bedoel in artikel 21 teen 'n besluit van of stappe deur die komitee of enige gebrek aan 'n besluit of stappe deur die komitee en die bepalings van subartikel (1)(b)(ii) is mutatis mutandis van toepassing.”.

Wysiging van artikel 21 van Wet 1 van 1985

- 10 21. Artikel 21 van die Hoofwet word hierby gewysig deur subartikel (2) deur die volgende subartikel te vervang:

15 “(2) Die raad bestaan uit 'n regter wat ingevolge artikel 3 van die Wet op Besoldiging en Diensvoorwaardes van Regters, 1989 (Wet No. 88 van 1989), van aktiewe diens onthef is, of 'n advokaat met die status van senior advokaat van een van die afdelings van die Hooggeregshof van die Republiek, met 'n beroepstyd van minstens 10 jaar, wat die voorsitter van die raad moet wees, 'n rekenmeester in openbare praktyk wat geregistreer is as 'n rekenmeester en ouditeur kragtens die Wet op Openbare Rekenmeesters en Ouditeurs, 1991 (Wet No. 80 van 1991), met 'n beroepstyd van minstens 10 jaar, en iemand wat gekies word uit hoofde van sy kennis van effektebeursaangeleenthede in die Republiek.”.

- 20 Vervanging van artikel 22 van Wet 1 van 1985, soos gewysig deur artikel 30 van Wet 51 van 1988 en artikel 15 van Wet 54 van 1991

22. Artikel 22 van die Hoofwet word hierby deur die volgende artikel vervang:

“Koop van effekte teen betaling by aanbidding van lewering van effekte

- 25 22. (1) Indien 'n lid genoteerde effekte namens 'n koper koop, of, handelend as 'n prinsipaal, genoteerde effekte aan 'n koper wat nie 'n lid is nie verkoop, moet die koper, behoudens die bepalings van artikel 23 en die reëls, die lid die koopprys van sodanige effekte in kontant betaal teen die aanbod van lewering van sodanige effekte of, indien sodanige aanbod nie gemaak word nie, binne 'n tydperk van sewe besigheidsdae, of
- 30 sodanige ander voorgeskrewe tydperk, nadat die koper sodanige effekte koop: Met diën verstande dat sodanige betaling nie gemaak hoef te word nie indien sodanige koper—
- 35 (a) voor sodanige aankoopreëlings getref het met en instruksies gegee het aan 'n bank of regspersoon soos bedoel in paragraaf (b) of 'n filiaal van so 'n regspersoon, om vir die effekte teen lewering daarvan te betaal, en die lid in kennis stel van sodanige reëlins en instruksies; of
- 40 (b) 'n regspersoon of 'n filiaal van 'n regspersoon is wie se laaste geouditeerde balansstaat op 'n datum nie vroeër nie as 15 maande voor die datum waarop die effekte gekoop word, toon dat sy bates sy laste (uitgesonderd laste ten opsigte van volgestorte aandelekapitaal en reserwes) met ten minste R10 000 000 oorskry, en—
- 45 (i) sodanige regspersoon in staat is om vir die effekte teen lewering daarvan aan homself of sy filiaal te betaal; of
- 50 (ii) in die geval van sodanige filiaal die regspersoon 'n skriftelike waarborg aan die lid verstrek het ingevolge waarvan hy onderneem om die skuld van sodanige filiaal te betaal, indien daardie filiaal nie vir die effekte teen lewering daarvan betaal nie.
- 55 (2) Indien enige koper wat verplig is om vir enige genoteerde effekte te betaal binne die tydperk bedoel in subartikel (1), versuim om dit te doen, moet sodanige lid, op die besigheidsdag wat volg op die verstryking van sodanige tydperk of so gou daarna as wat die komitee in die bepaalde geval toelaat—
- (a) sodanige effekte vir die rekening van sodanige koper verkoop en die verskil tussen die aankoopprys van sodanige effekte en die verkoopprys verkry deur sodanige lid vir sodanige effekte, met inbegrip van rente soos voorsien in die reëls, eis; en

- (b) sell for the account of such buyer—
- (i) so many of any other listed securities belonging to such buyer and held by or in the custody of such member; or
 - (ii) so many of any other listed securities to be delivered to the buyer in respect of any transaction relating to securities previously entered into by such buyer with or through the member, as is necessary to realise an amount equal to the amount still owing by the buyer in respect of such securities, after the sale of the securities in terms of paragraph (a).
- (3) If a member has been notified of the arrangements and instructions referred to in paragraph (a) of the proviso to subsection (1), he shall as soon as such securities bought or any portion thereof as provided for in the rules, are available for delivery, offer to deliver such securities to the bank, corporate body or subsidiary concerned against payment of the amount due, and if payment is not made on the day of such offer the provisions of subsection (2)(a) and (b) shall apply *mutatis mutandis*.
- (4) If the provisions of paragraph (b) of the proviso to subsection (1) apply to a buyer of listed securities, the member concerned shall, as soon as the listed securities bought or any portion thereof as provided for in the rules, are available for delivery, offer to deliver such securities to the buyer against payment of the amount due, and if payment is not made on the day of such offer the provisions of subsection (2)(a) and (b) shall apply *mutatis mutandis*.
- (5) In determining the amount paid or owing by any buyer to a member for the purposes of this section, the purchase price payable in respect of the listed securities sold by the member on behalf of the buyer or the purchase price payable by the member to the buyer for listed securities sold by the buyer to the member but not yet delivered to the member, as well as any funds or listed securities deposited with a member in terms of the rules for the purposes of a bear sale, shall not be taken into account.”.

Substitution of section 23 of Act 1 of 1985, as amended by section 31 of Act 51 of 1988 and section 16 of Act 54 of 1991

23. The following section is hereby substituted for section 23 of the principal Act:

“Buying of securities otherwise than for payment against offer of delivery of securities

23. (1) If a member buys listed securities on behalf of any buyer, or, acting as a principal, sells listed securities to any buyer who is not a member on condition that the buyer is not obliged to pay for such securities against the offer of delivery of such securities, the buyer shall within seven business days, or such other prescribed period, after the member buys such securities—
- (a) pay to the member so much of the purchase price of such securities in cash; or
 - (b) deposit with the member listed securities of such value, as is required in terms of the rules.
- (2) If the required cash amount or value of listed securities is not paid or deposited within the period contemplated to in subsection (1), the provisions of section 22(2)(a) and (b) shall apply in so far as it is necessary to realise the amount required in terms of the rules.
- (3) In determining the amount paid or owing by any buyer to a member for the purposes of this section the provisions of section 22(5) shall apply *mutatis mutandis*.”.

(b) vir die rekening van sodanige koper—

(i) soveel van enige ander genoteerde effekte wat aan sodanige koper behoort en wat deur sodanige lid gehou word of in die lid se bewaring is, verkoop; of

5 (ii) soveel van enige ander genoteerde effekte wat aan die koper gelewer moet word ten opsigte van enige transaksie met betrekking tot effekte voorheen aangegaan deur sodanige koper met of deur die lid, verkoop,

10 as wat nodig is om 'n bedrag op te lewer gelyk aan die bedrag wat na die verkoop van die effekte ingevolge paragraaf (a) nog verskuldig is deur die koper ten opsigte van sodanige effekte.

15 (3) Indien 'n lid van die reëlings en instruksies bedoel in paragraaf (a) van die voorbehoudsbepaling by subartikel (1) verwittig is, moet hy sodra die gekoonde effekte of 'n gedeelte daarvan soos voorsien in die reëls, beskikbaar is vir lewering, aanbied om sodanige effekte aan die betrokke bank, regspersoon of filiaal te lewer teen betaling van die bedrag verskuldig, en indien betaling nie geskied op die dag van sodanige aanbieding nie is die bepaling van subartikel (2)(a) en (b) *mutatis mutandis* van toepassing.

20 (4) Indien die bepaling van paragraaf (b) van die voorbehoudsbepaling by subartikel (1) van toepassing is op 'n koper van genoteerde effekte, moet die betrokke lid, sodra die gekoonde genoteerde effekte of 'n gedeelte daarvan soos voorsien word in die reëls, beskikbaar is vir lewering, aanbied om sodanige effekte aan die koper te lewer teen betaling van die bedrag verskuldig, en indien betaling nie geskied op die dag van sodanige aanbieding nie is die bepaling van subartikel (2)(a) en (b) *mutatis mutandis* van toepassing.

25 (5) By die bepaling van die bedrag wat 'n koper vir die doeleindes van hierdie artikel aan 'n lid betaal het of verskuldig is, word die koopprys betaalbaar ten opsigte van die genoteerde effekte verkoop deur die lid namens die koper of die koopprys betaalbaar deur die lid aan die koper vir genoteerde effekte verkoop deur die koper aan die lid maar nog nie gelewer aan die lid nie, sowel as enige fondse of genoteerde effekte gedeponeer by 'n lid ingevolge die reëls vir die doeleindes van 'n daalverkoop, buite rekening gelaat.”.

Vervanging van artikel 23 van Wet 1 van 1985, soos gewysig deur artikel 31 van Wet 51 van 1988 en artikel 16 van Wet 54 van 1991

23. Artikel 23 van die Hoofwet word hierby deur die volgende artikel vervang:

40 “Koop van effekte anders as teen betaling by aanbieding van lewering van effekte

23. (1) Indien 'n lid genoteerde effekte namens 'n koper koop, of, handelend as 'n prinsipaal, genoteerde effekte verkoop aan 'n koper wat nie 'n lid is nie op voorwaarde dat die koper nie verplig is om vir sodanige effekte te betaal nie teen die aanbod om lewering van sodanige effekte, moet die koper binne sewe besigheidsdae, of sodanige ander voorgeskrewe tydperk, nadat die lid sodanige effekte koop—

45 (a) die lid soveel van die koopprys van sodanige effekte in kontant betaal; of

50 (b) by die lid genoteerde effekte van sodanige waarde deponer, as wat vereis word ingevolge die reëls.

(2) Indien die vereiste kontantbedrag of waarde van genoteerde effekte nie betaal of gedeponeer word binne die tydperk beoog in subartikel (1) nie, is die bepaling van artikel 22(2)(a) en (b) van toepassing vir sover dit nodig is om 'n bedrag ingevolge die reëls vereis, op te lewer.

55 (3) By die bepaling van die bedrag wat 'n koper vir die doeleindes van hierdie artikel betaal het of verskuldig is aan 'n lid is die bepaling van artikel 22(5) *mutatis mutandis* van toepassing.”.

Substitution of section 23A of Act 1 of 1985, as inserted by section 32 of Act 51 of 1988

24. The following section is hereby substituted for section 23A of the principal Act:

“Signing of certain forms for purposes of transferring securities

23A. If any securities are sold by a member in terms of section 22, 23 or 25 and the member is unable to obtain any form required to be signed by any person in terms of any law for the purposes of transferring such securities, the president may sign any such form on behalf of such person.” 5

Repeal of section 24 of Act 1 of 1985

25. Section 24 of the principal Act is hereby repealed. 10

Amendment of section 25 of Act 1 of 1985, as amended by section 17 of Act 54 of 1991

26. Section 25 of the principal Act is hereby amended—

(a) by the substitution for subsection (1) of the following subsection:

“(1) If any person, other than a member, sells securities to a member and fails to deliver such securities within a period of seven business days or any other prescribed period or a period as provided for in the rules, the member shall on the next succeeding business day after the expiry of such period, or as soon thereafter as the committee may allow in a particular case— 15 20

(a) buy such securities for the account of such seller and claim the difference between the selling price of such securities and the purchase price paid by the member for such securities, including interest as provided for in the rules; and

(b) sell for the account of such seller— 25 30
(i) so many of any other listed securities belonging to such seller and held by or in the custody of the member; or
(ii) so many of any other listed securities to be delivered to the seller in respect of any transaction relating to securities previously entered into by such seller with or through the member,

as is necessary to realise an amount equal to the amount still owing by the seller in respect of such securities, after the sale of the securities in terms of paragraph (a).”; and

(b) by the substitution for subsection (2) of the following subsection: 35

“(2)(a) If any person requests a [stock-broker] member to sell listed securities on his behalf [and he] or sells listed securities to a member and advises the [stock-broker] member concerned that he is the owner thereof or is entitled to become the owner thereof by virtue of an inheritance or in terms of any transaction entered into before the sale, but [that he] is not in possession of the securities, the [stock-broker] member shall, before he [sells] buys the securities as principal or sells the securities [satisfy himself] on behalf of such person, establish by means of proof in writing that such person is the owner thereof or entitled so to become the owner thereof, and ascertain by means of such proof on which date such person will acquire possession thereof, and sell the securities for delivery on a date not earlier than that date. 40 45

(b) If any person sells listed securities in the circumstances contemplated in paragraph (a) and the [stock-broker] member who sells them on [his] such person's behalf or buys them as principal is not the person who is to give possession thereof to [him] such person as is contemplated in that paragraph, such first-mentioned person shall within seven 50

Vervanging van artikel 23A van Wet 1 van 1985, soos ingevoeg deur artikel 32 van Wet 51 van 1988

24. Artikel 23A van die Hoofwet word hierby deur die volgende artikel vervang:

5 **“Ondertekening van sekere vorms vir doeleindes van oordrag van effekte**

10 **23A.** Indien enige effekte deur 'n lid ingevolge artikel 22, 23 of 25 verkoop word en die lid is nie in staat om 'n vorm wat geteken moet word deur enige persoon ingevolge 'n wet vir die doeleindes van oordrag van sodanige effekte, te verkry nie, kan die president sodanige vorm namens sodanige persoon onderteken.”.

Herroeping van artikel 24 van Wet 1 van 1985

25. Artikel 24 van die Hoofwet word hierby herroep.

Wysiging van artikel 25 van Wet 1 van 1985, soos gewysig deur artikel 17 van Wet 54 van 1991

15 26. Artikel 25 van die Hoofwet word hierby gewysig—

(a) deur subartikel (1) deur dié volgende subartikel te vervang:

20 “(1) Indien 'n ander persoon as 'n lid, effekte aan 'n lid verkoop en versuim om sodanige effekte te lewer binne 'n tydperk van sewe besigheidsdae of enige ander voorgeskrewe tydperk soos voorsien in die reëls, moet die lid op die daaropvolgende besigheidsdag na die verstryking van sodanige tydperk, of so gou daarna as wat die komitee in 'n bepaalde geval toelaat—

25 (a) sodanige effekte vir die rekening van sodanige verkoper koop en die verskil tussen die verkoopprijs van sodanige effekte en die koopprijs deur die lid vir sodanige effekte betaal, met inbegrip van rente soos voorsien in die reëls, eis; en

30 (b) vir die rekening van sodanige koper—
 (i) soveel van enige ander genoteerde effekte wat aan sodanige verkoper behoort en wat deur die lid gehou word of in die lid se bewaring is, verkoop; of

 (ii) soveel van enige ander genoteerde effekte wat aan die verkoper gelewer moet word ten opsigte van enige transaksie met betrekking tot effekte voorheen aangegaan deur sodanige verkoper met of deur die lid, verkoop,

35 as wat nodig is om 'n bedrag op te lewer gelyk aan die bedrag wat na die verkoop van die effekte ingevolge paragraaf (a) nog verskuldig is deur die verkoper ten opsigte van sodanige effekte.”; en

(b) deur subartikel (2) deur die volgende subartikel te vervang:

40 “(2)(a) Indien iemand [**n effektemakelaar**] 'n lid versoek om genoteerde effekte ten behoeve van hom te verkoop [**en hy die effektemakelaar**] of genoteerde effekte aan 'n lid verkoop en die betrokke lid meedeel dat hy die eienaar daarvan is of dat hy geregtig is om die eienaar daarvan te word uit hoofde van 'n erflating of ingevolge 'n transaksie wat voor die verkoop aangegaan is, maar [**dat hy**] die effekte nie besit nie, moet die [**effektemakelaar**] lid, voordat hy die effekte [**verkoop, homself**] as prinsipaal koop of die effekte namens sodanige persoon verkoop, vasstel deur middel van skriftelike bewys [**oortuig**] dat so iemand die eienaar daarvan is of geregtig is om aldus die eienaar daarvan te word, en deur middel van sodanige bewys vasstel op watter datum so iemand besit daarvan sal verkry, en die effekte verkoop vir lewering op 'n datum nie vroeër as daardie datum nie.

50 (b) Indien iemand genoteerde effekte verkoop in omstandighede beoog in paragraaf (a) en die [**effektemakelaar**] lid wat dit ten behoeve van [**hom**] sodanige persoon verkoop of dit as prinsipaal koop nie die persoon is nie wat [**hom**] sodanige eersgenoemde persoon in besit daarvan moet stel soos in daardie paragraaf bedoel, moet [**so iemand**]

business days after the receipt of the securities [by him] deliver them to such [stock-broker] member.

(c) If any person sells securities in the circumstances contemplated in paragraph (a) and the [stock-broker] member does not receive the securities by the date for delivery referred to in that paragraph, the [stock-broker] member shall on the next succeeding business day after that date or as soon thereafter as the committee [of a stock exchange] may allow in the particular case, buy the securities for the account of such person.”.

Substitution of section 26 of Act 1 of 1985, as amended by section 18 of Act 54 of 1991

27. The following section is hereby substituted for section 26 of the principal Act:

“Minister may prescribe different or additional provisions for delivery of and payment for listed securities

26. Notwithstanding the provisions of sections 22, 23, 23A, 25, 27 and 29, the Minister may, if it is in the public interest, prescribe different or additional provisions in respect to the delivery of or the payment for listed securities when bought or sold on a stock exchange.”.

Amendment of section 27 of Act 1 of 1985, as amended by section 15 of Act 64 of 1990 and section 19 of Act 54 of 1991

28. Section 27 of the principal Act is hereby amended—

(a) by the substitution for subsections (1) and (2) of the following subsections, respectively:

“(1) Sections 22, 23 [24] and 25 shall not unless otherwise prescribed apply if the person [on whose behalf securities are purchased or sold] buying and selling securities is a person in any other country, and any part of his regular business in that country consists of the buying and selling of securities.

(2) Sections 22, 23 [24(1)(a) and (3)] and 25 shall not apply to a [stock-broker] member who buys or sells securities to execute an order placed by any other [stock-broker] member.”;

(b) by the deletion of subsection (3); and

(c) by the substitution for subsection (3A), (4) and (5) of the following subsections, respectively:

(3A) The provisions of sections 22, 23 [24] and 25 shall not apply to any person who buys or sells listed options on [securities or] listed securities.

(4) If a [stock-broker] member who [is] in terms of section 22, 23 [24] or 25, [or 26] read with this section, is obliged to buy or sell securities within a specified or prescribed period fails to do so, he shall continue to be obliged to buy or sell those securities, as the case may be, but his rights against and his liabilities to the person on whose behalf he is obliged to buy or sell the securities, shall be the rights and liabilities that would have existed if he had bought or sold those securities within the specified or prescribed period.

(5) A [stock-broker] member who is in terms of section 22, 23 [24] or 25, [or 26] read with this section, obliged to buy or sell securities, shall be entitled to recover interest on the amount still owing to him after the purchase or sale, as the case may be, and as from the date after the fulfilment of that obligation.”.

Substitution of section 28 of Act 1 of 1985

29. The following section is hereby substituted for section 28 of the principal Act:

sodanige persoon die effekte binne sewe besigheidsdae na ontvangs daarvan [deur hom] aan [die effektemakelaar] sodanige lid lewer.

- 5 (c) Indien iemand effekte verkoop in omstandighede beoog in paragraaf (a) en die [effektemakelaar] lid nie die effekte ontvang nie teen die datum vir lewering bedoel in daardie paragraaf, moet die [effektemakelaar] lid op die eersvolgende besigheidsdag na daardie datum of so gou daarna as wat die komitee [van 'n effektebeurs] in die bepaalde geval toelaat, die effekte vir rekening van so iemand koop.”.

10 **Vervanging van artikel 26 van Wet 1 van 1985, soos gewysig deur artikel 18 van Wet 54 van 1991**

27. Artikel 26 van die Hoofwet word hierby deur die volgende artikel vervang:

“Minister kan verskillende of bykomende bepalings vir lewering van en betaling vir genoteerde effekte voorskryf

- 15 26. Ondanks die bepalings van artikels 22, 23, 23A, 25, 27 en 29, kan die Minister, indien dit in die openbare belang is, verskillende en bykomende bepalings ten opsigte van die lewering van of die betaling vir genoteerde effekte wanneer gekoop of verkoop op 'n effektebeurs, voorskryf.”.

20 **Wysiging van artikel 27 van Wet 1 van 1985, soos gewysig deur artikel 15 van Wet 64 van 1990 en artikel 19 van Wet 54 van 1991**

28. Artikel 27 van die Hoofwet word hierby gewysig—

- (a) deur subartikels (1) en (2) deur onderskeidelik die volgende subartikels te vervang:
- 25 “(1) Artikels 22, 23 [24] en 25 is nie van toepassing nie tensy andersins voorgeskryf indien die persoon [ten behoeve van wie] wat effekte [gekoop of verkoop word iemand] koop en verkoop 'n persoon in 'n ander land is en 'n deel van sy gereelde besigheid in daardie land die koop en verkoop van effekte is.
- 30 (2) Artikels 22, 23 [24(1)(a) en (3)] en 25 is nie van toepassing nie op 'n [effektemakelaar] lid wat effekte koop of verkoop om 'n opdrag wat deur 'n ander [effektemakelaar] lid gegee is, uit te voer.”;
- (b) deur subartikel (3) te skrap; en
- (c) deur subartikels (3A), (4) en (5) deur onderskeidelik die volgende subartikels te vervang:
- 35 “(3A) Die bepalings van artikels 22, 23 [24] en 25 is nie van toepassing nie op enige persoon wat genoteerde opsies op [effekte of] genoteerde effekte koop of verkoop.
- (4) Indien 'n [effektemakelaar] lid wat ingevolge artikel 22, 23 [24] of 25, [of 26] gelees met hierdie artikel, verplig is om binne 'n bepaalde of voorgeskrewe tydperk effekte te koop of te verkoop, dit nie doen nie, bly hy verplig om daardie effekte te koop of te verkoop, na gelang van die geval, maar is sy regte teen, en verpligtinge teenoor, die persoon ten behoeve van wie hy daardie effekte moet koop of verkoop, die regte en verpligtinge wat sou bestaan het indien hy daardie effekte binne die bepaalde of voorgeskrewe tydperk gekoop of verkoop het.
- 40 (5) 'n [Effektemakelaar] Lid wat ingevolge artikel 22, 23 [24] of 25, [of 26] gelees met hierdie artikel, verplig is om effekte te koop of te verkoop, is geregtig om rente te verhaal op die bedrag wat na die koop of verkoop, na gelang van die geval, nog aan hom verskuldig is, en wel vanaf die datum na die nakoming van bedoelde verpligting.”.
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Vervanging van artikel 28 van Wet 1 van 1985

29. Artikel 28 van die Hoofwet word hierby deur die volgende artikel vervang:

“Prohibition of bear sales by directors and certain shareholders

28. A director of an issuer of listed securities or any person directly or indirectly entitled to the financial rights attaching to more than 10 per cent of any class of listed securities shall not for his own account effect a bear sale of such listed securities.”

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Substitution of section 29 of Act 1 of 1985, as amended by section 16 of Act 64 of 1990

30. The following section is hereby substituted for section 29 of the principal Act:

“Repudiation of transaction relating to buying of securities

29. If a [stock-broker] member buys listed securities on behalf of any [person] buyer or, acting as a principal, sells listed securities to a buyer who is not a member for delivery to such [person] buyer within a specified period and the member fails to deliver [them to] such securities within such period, then such [person within that period, such person may call upon the stock-broker in writing to deliver to him the securities in a negotiable form within a period determined by him but not ending earlier than 14 business days thereafter] buyer may require the member in writing to deliver such securities within a period determined by such buyer (but not ending earlier than 14 business days thereafter) and if the [stock-broker] member fails to do so, such [person] buyer may, without prejudice to any other rights he may have, repudiate the transaction: Provided that for the purposes of this section the following acts shall be deemed to constitute [effective] delivery of listed securities to [the client] a buyer:

- (a) The physical handing over of listed securities [to the client] in negotiable form or in the name of the buyer or his nominee, to a buyer or his order or nominee;
- (b) the lodgement of securities in negotiable form with a company transfer office for registration into the name of [the client] a buyer or his nominee in terms of a prior written instruction by the [client] buyer or the registration of transfer of securities into the name of the [stock-broker's] member's nominee company; or
- (c) the posting to the [client] buyer, per registered post, of securities in negotiable form, or in the name of the buyer or his nominee, in terms of a prior written instruction given by the buyer, before the expiry of the aforementioned period of 14 [business] days.”

Amendment of section 30 of Act 1 of 1985

31. Section 30 of the principal Act is hereby amended by the substitution for subsections (1) and (2) of the following subsections, respectively:

“(1) The committee [of a stock exchange] shall establish and maintain, to the satisfaction of the Registrar, a fund out of which any liability of a member, arising out of the business of buying and selling listed securities, shall [after excussion of a stock-broker] be paid, up to an amount, for different categories of claims, specified in the rules referred to in subsection (3), [his liabilities arising out of the buying and selling of securities by him on behalf of other persons, while a member of the stock exchange in question] if such member fails to discharge any such liability.

(2) Every [stock-broker] member shall contribute to the fund on such basis as may be determined in the rules referred to in subsection (3).”

“Verbod op daalverkope deur direkteure en sekere aandeelhouders

28. 'n Direkteur van 'n uitreiker van genoteerde effekte of 'n persoon wat regstreeks of onregstreeks geregtig is op die finansiële regte verbonde aan meer as 10 persent van enige klas genoteerde effekte, mag nie vir sy eie rekening 'n daalverkoop van sodanige genoteerde effekte bewerkstellig nie.”.

Vervanging van artikel 29 van Wet 1 van 1985, soos gewysig deur artikel 16 van Wet 64 van 1990

30. Artikel 29 van die Hoofwet word hierby deur die volgende artikel vervang:

“Repudiasie van transaksie met betrekking tot koop van effekte

29. Indien 'n [effektemakelaar] lid genoteerde effekte ten behoeve van [iemand effekte] 'n koper koop of, handelend as 'n prinsipaal, genoteerde effekte aan 'n koper wat nie 'n lid is nie verkoop vir lewering aan [so iemand] sodanige koper binne 'n vermelde tydperk en die [effektemakelaar] lid versuim om [dit] sodanige effekte binne [daardie] sodanige tydperk [aan so iemand] te lewer, dan kan [so iemand die effektemakelaar] sodanige koper skriftelik [aansê om die effekte in verhandelbare vorm aan hom te lewer binne die tydperk wat hy bepaal maar wat nie eerder as 14 besigheidsdae daarna mag eindig nie] eis dat die lid sodanige effekte lewer binne 'n tydperk bepaal deur sodanige koper (maar nie eerder as 14 besigheidsdae daarna nie) en indien die [effektemakelaar] lid versuim om dit te doen, kan [so iemand] sodanige koper, sonder benadeling van enige ander regte wat hy het, die transaksie repudieer: Met dien verstande dat vir die doeleindes van hierdie artikel die volgende handelinge geag word [effektiewe] lewering van genoteerde effekte aan [die kliënt] 'n koper te wees:

- (a) Die fisiese lewering van genoteerde effekte [aan die kliënt of sy] in verhandelbare vorm of in die naam van die koper of sy genomineerde aan 'n koper of sy order of genomineerde;
- (b) die indiening van effekte in verhandelbare vorm by maatskappy-oordragkantoor vir registrasie op die naam van [die kliënt] 'n koper of sy genomineerde kragtens 'n voorafgaande skriftelike opdrag deur die [kliënt] koper, of die registrasie van oordrag van effekte op die naam van die lid se genomineerde [van die effektemakelaar] maatskappy; of
- (c) die versending aan die [kliënt] koper per geregistreerde pos van effekte in verhandelbare vorm, of in die naam van die koper of sy genomineerde kragtens 'n voorafgaande skriftelike opdrag deur die koper, voor die verstryking van die voormelde tydperk van 14 [besigheidsdae] dae.”.

Wysiging van artikel 30 van Wet 1 van 1985

31. Artikel 30 van die Hoofwet word hierby gewysig deur subartikels (1) en (2) deur onderskeidelik die volgende subartikels te vervang:

“(1) Die komitee [van 'n effektebeurs] moet 'n fonds ten genoeë van die Registrateur stig en in stand hou waaruit [nadat 'n effektemakelaar uitgewin is, sy verpligtinge] enige verpligting van 'n lid, wat ontstaan [het] uit die besigheid van koop en verkoop van genoteerde effekte, [deur hom ten behoeve van ander persone terwyl hy 'n lid van die betrokke effektebeurs was] betaal kan word, tot 'n bedrag, vir verskillende kategorieë eise, bepaal in die reëls vermeld in subartikel (3), indien sodanige lid versuim om enige sodanige verpligting na te kom.

(2) Elke [effektemakelaar] lid dra tot die fonds by op 'n grondslag bepaal in die reëls vermeld in subartikel (3).”.

Repeal of sections 31 to 35 of Act 1 of 1985

32. Sections 31 to 35 of the principal Act are hereby repealed.

Substitution of section 36 of Act 1 of 1985

33. The following section is hereby substituted for section 36 of the principal Act:

“Marking of or recording details of securities

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36. Whenever a document of title relating to securities, whether listed or unlisted, comes into the possession of a **[stock-broker or carrier against shares]** member, he shall, as soon as it is practicable to do so and in accordance with the rules and to the satisfaction of the committee—

(a) mark it; or

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(b) record and store the necessary details in a computer data base,
in a manner which will render it possible at any time thereafter to establish readily the identity of the **[person]** buyer or seller entitled to the ownership of those securities.”

Substitution of section 37 of Act 1 of 1985

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34. The following section is hereby substituted for section 37 of the principal Act:

“Restriction on alienation of securities which have been deposited or are held as security in respect of loan

37. Subject to the provisions of sections 22(2), (3) and (4) and 23(2), [and 26(2) and (3)] no **[stock-broker]** member shall alienate securities, whether listed or unlisted, which have been deposited with him in terms of section 23 [or 24 and no stock-broker or carrier against shares shall alienate securities held by him] as security in respect of a loan, unless the person who deposited the securities [or to whom the loan was made, as the case may be] has before or after the deposit, [or loan] authorized him thereto in writing.”

Substitution of section 38 of Act 1 of 1985

35. The following section is hereby substituted for section 38 of the principal Act:

“Restriction on borrowing against and repledging of securities belonging to other persons

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38. A **[stock-broker or carrier against shares]** member shall not—

- (a) borrow against securities, whether listed or unlisted, which a **[client]** person has pledged with him an amount in excess of the outstanding balance of any amount he may have lent **[the client concerned]** such person against such securities; 35
- (b) repledge securities, whether listed or unlisted, which a **[client]** person has pledged with him without the written consent of **[the client concerned]** such person; or
- (c) repledge more of the securities, whether listed or unlisted, which a **[client]** person has pledged with him than would be required by a lender to lend to him an amount not exceeding the outstanding balance of the amount which he has lent to such **[client]** person: Provided that he may repledge a certificate for 100 shares or for securities other than shares of a nominal value of R100 (or of R200 where no smaller certificate is available), notwithstanding the fact that the number of shares or the nominal value of such securities so required for a loan of such amount, is less than 100, or R100 or R200, as the case may be.” 45

Herroeping van artikels 31 tot 35 van Wet 1 van 1985

32. Artikels 31 tot 35 van die Hoofwet word hierby herroep.

Vervanging van artikel 36 van Wet 1 van 1985

33. Artikel 36 van die Hoofwet word hierby deur die volgende artikel vervang:

5 **“Merk van of aantekening van besonderhede van effekte**

36. Indien 'n titelbewys betreffende effekte, hetsy genoteer of ongenoteer, in die besit van 'n [effektemakelaar of geldskierter teen aandele] lid kom, moet hy [dit] so gou as wat doenlik is en in ooreenstemming met die reëls en ten genoeë van die komitee—

10 (a) dit merk; of

(b) die nodige besonderhede daarvan in 'n rekenaardatabasis aanteken en bewaar,

op 'n wyse wat dit moontlik sal maak om te eniger tyd daarna die identiteit van die [persoon] koper of verkoper wat op die eienaarskap van daardie effekte geregtig is, geredelik vas te stel.”.

Vervanging van artikel 37 van Wet 1 van 1985

34. Artikel 37 van die Hoofwet word hierby deur die volgende artikel vervang:

“Beperking op vervreemding van effekte wat gedeponeer is of gehou word as sekuriteit ten opsigte van lening

20 37. Geen [effektemakelaar] lid mag, behoudens die bepalings van artikels 22(2), (3) en (4) en 23(2), [en 26(2) en (3)] effekte, hetsy genoteer of ongenoteer, wat ingevolge artikel 23 [of 24] as sekerheid ten opsigte van 'n lening by hom gedeponeer is, vervreem nie, [en geen effektemakelaar of geldskierter teen aandele mag effekte wat hy as sekuriteit ten opsigte van 'n lening hou, vervreem nie, tensy die persoon wat die effekte gedeponeer het [of aan wie die lening verstrekk is, na gelang van die geval] hom voor of na die deposito, [of lening] skriftelik daartoe gemagtig het.”.

Vervanging van artikel 38 van Wet 1 van 1985

30 35. Artikel 38 van die Hoofwet word hierby deur die volgende artikel vervang:

“Beperking op leen teen en herverpanding van effekte wat aan ander persone behoort

38. 'n [Effektemakelaar of geldskierter teen aandele] Lid mag nie—

35 (a) teen effekte, hetsy genoteer of ongenoteer, wat 'n [kliënt] persoon aan hom verpand het, 'n bedrag leen nie wat meer is as die uitstaande balans van 'n bedrag wat hy aan [die betrokke kliënt] sodanige persoon teen sodanige effekte uitgeleen het;

 (b) effekte, hetsy genoteer of ongenoteer, wat 'n [kliënt] persoon aan hom verpand het, sonder die skriftelike toestemming van [die betrokke kliënt] sodanige persoon herverpand nie; of

40 (c) meer van die effekte, hetsy genoteer of ongenoteer, wat 'n [kliënt] persoon aan hom verpand het, herverpand nie as wat deur 'n uitlener vereis sou word vir die leen aan hom van 'n bedrag wat nie meer is nie as die uitstaande balans van die bedrag wat hy aan [dié kliënt] sodanige persoon geleen het: Met dien verstande dat hy 'n sertifikaat vir 100 aandele of vir ander effekte as aandele van 'n nominale waarde van R100 (of van R200 as 'n kleiner sertifikaat nie beskikbaar is nie) mag herverpand, nieteenstaande die feit dat die getal aandele of die nominale waarde van sodanige effekte wat aldus vir 'n lening van so 'n bedrag vereis word, minder is as 100, of R100 of R200, na gelang van die geval.”.

Substitution of section 39 of Act 1 of 1985, as substituted by section 29 of Act 54 of 1989

36. The following section is hereby substituted for section 39 of the principal Act:

“Undesirable advertising or canvassing relating to securities

39. (1) No person other than a member or an officer or employee of a member, who is so permitted in terms of the rules shall in any matter or by any means, either for himself or for any other person, directly or indirectly advertise or canvass for any business relating to the buying and selling of listed securities. 5

(2) No person other than a person approved by the Registrar in terms of section 4(1) shall in any matter or by any means, either for himself or for any other person, directly or indirectly advertise or canvass for business referred to in section 4(1). 10

(3) Notwithstanding anything to the contrary contained in any law, the Registrar may, if an advertisement, brochure or other document relating to securities is misleading or for any reason objectionable, direct such person not to publish or to cease the publication of the advertisement, brochure or document concerned or to effect such amendments as he may deem fit.”. 15

Substitution of section 40 of Act 1 of 1985

37. The following section is hereby substituted for section 40 of the principal Act: 20

“Manipulative practices

40. No person shall—

- (a) by means of any statement, promise, [or] forecast or any other action which he knows to be misleading or which is likely to be misleading induce any other person to buy or sell listed securities; or 25
- (b) directly or indirectly, whether within or outside a stock exchange, by means of the creation of fictitious transactions or the spreading of false reports attempt to stimulate activities or influence or manipulate the prices of listed securities [on a licensed stock exchange]; or
- (c) enter into any transaction, including a bear sale, with the intention of influencing or manipulating the price of listed securities.”. 30

Substitution of section 42 of Act 1 of 1985, as amended by section 20 of Act 54 of 1991 and section 61 of Act 104 of 1993

38. The following section is hereby substituted for section 42 of the principal Act:

“Appointment of auditor

42. (1) Every [stock-broker or carrier against shares] member shall appoint an auditor registered as an accountant and auditor under the Public Accountants' and Auditors' Act, 1991 (Act No. 80 of 1991), who engages in public practice as contemplated in that Act and who has no direct or indirect financial interest in the business carried on by such [broker or carrier] member. 35

(2) No [director] member or officer or employee of a [stock-broker or of a carrier against shares, no member of a stock exchange] member and no firm [of] in which [such director, employee or member is a member or employee] a member or an officer or employee of a member has a financial interest shall be appointed as an auditor of that [stock-broker or carrier against shares] member. 45

(3) Every [stock-broker and carrier against shares] member shall

Vervanging van artikel 39 van Wet 1 van 1985, soos vervang deur artikel 29 van Wet 54 van 1989

36. Artikel 39 van die Hoofwet word hierby deur die volgende artikel vervang:

“Ongewenste advertering of werwing met betrekking tot effekte

5 **39.** (1) Niemand anders as 'n lid of 'n beampte of werknemer van 'n lid, wat aldus toegelaat word ingevolge die reëls mag in enige aangeleentheid of op enige wyse, hetsy vir homself of vir 'n ander persoon, regstreeks of onregstreeks enige besigheid met betrekking tot die koop en verkoop van genoteerde effekte, werf of daarvoor adverteer nie.

10 (2) Niemand anders as 'n persoon goedgekeur deur die Registrateur ingevolge artikel 4(1) mag in enige aangeleentheid of op enige wyse, hetsy vir homself of vir 'n ander persoon, regstreeks of onregstreeks besigheid bedoel in artikel 4(1), werf of daarvoor adverteer nie.

15 (3) Ondanks andersluidende wetsbepalings, kan die Registrateur, indien 'n advertensie, brosjure of ander dokument wat betrekking het op effekte misleidend is of om enige ander rede afkeurenswaardig is, sodanige persoon gelas om die betrokke advertensie, brosjure of dokument nie te publiseer nie of die publikasie daarvan te staak of om sodanige wysigings daaraan aan te bring as wat hy nodig ag.”.

20 **Vervanging van artikel 40 van Wet 1 van 1985**

37. Artikel 40 van die Hoofwet word hierby deur die volgende artikel vervang:

“Manipulasiepraktyke

40. Niemand mag—

25 (a) deur middel van 'n verklaring, belofte, [of] voorspelling of enige ander optrede ten opsigte waarvan hy weet dat dit misleidend is of waarskynlik misleidend kan wees, iemand anders oorhaal om genoteerde effekte te koop of te verkoop; of

30 (b) regstreeks of onregstreeks, hetsy binne of buite 'n effektebeurs deur middel van die skepping van skyntransaksies of die verspreiding van valse berigte poog om die bedrywighede [op 'n gelisensieerde effektebeurs] te stimuleer of die pryse van genoteerde effekte [op so 'n effektebeurs] te beïnvloed of manipuleer nie; of

35 (c) enige transaksie, met inbegrip van 'n daalverkoop, aangaan met die bedoeling om die prys van genoteerde effekte te beïnvloed of te manipuleer nie.”.

Vervanging van artikel 42 van Wet 1 van 1985, soos gewysig deur artikel 20 van Wet 54 van 1991 en artikel 61 van Wet 104 van 1993

38. Artikel 42 van die Hoofwet word hierby deur die volgende artikel vervang:

“Aanstelling van ouditeur

40 **42.** (1) Elke [effektemakelaar en geldskierter teen aandele] lid moet 'n ouditeur aanstel wat kragtens die Wet op Openbare Rekenmeesters en Ouditeurs, 1991 (Wet No. 80 van 1991), as 'n rekenmeester en ouditeur geregistreer is, wat openbare praktyk beoefen soos beoog in daardie Wet en wat geen regstreekse of onregstreekse geldelike belang het by die besigheid wat deur dié [makelaar of geldskierter] lid gedryf word nie.

45 (2) Geen [direkteur] lid of beampte of werknemer van 'n [effektemakelaar of van 'n geldskierter teen aandele, geen lid van 'n effektebeurs en geen firma waarvan so 'n direkteur, werknemer of lid 'n lid of werknemer is] lid en geen firma waarin 'n lid of beampte of werknemer van 'n lid 'n finansiële belang het, mag as ouditeur van daardie [effektemakelaar of geldskierter teen aandele] lid aangestel word nie.

50 (3) Elke [effektemakelaar en geldskierter teen aandele] lid moet binne

within 30 days of the date of appointment of an auditor under this section, apply to the Registrar for approval of that appointment.

(4) The Registrar may **[without assigning any reason therefor]** refuse to approve the appointment of an auditor or may withdraw his prior approval of such appointment, and thereupon the auditor concerned shall vacate his office as auditor of the **[stock-broker or carrier against shares]** member concerned. 5

(5) When the Registrar has in terms of subsection (4) refused to approve or has withdrawn his approval of the appointment of an auditor, or whenever for any other reason an auditor vacates his office as auditor of a **[stock-broker or carrier against shares]** member, the **[stock-broker or carrier against shares]** member concerned shall appoint some other person as auditor, but again subject to the approval of the Registrar. 10

(6) Where the auditor of a **[stock-broker or carrier against shares]** member is a partnership, such auditor shall for the purposes of subsection (5) be deemed not to have vacated his office by reason of a change in the composition of the partnership, as long as not less than half the number of the partners in the reconstituted partnership are persons who were, as at the date when the appointment of the partnership as auditor was last approved by the Registrar, partners therein. 15 20

(7) If an auditor who has been removed from office by a member is of the opinion that **[he was removed]** such removal was for improper reasons, **[he]** such auditor shall forthwith **[by registered post]** inform the Registrar thereof **[by facsimile or by registered post]**.”

Substitution of section 43 of Act 1 of 1985

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39. The following section is hereby substituted for section 43 of the principal Act:

“Accounting records and audit

43. (1) Every **[stock-broker and carrier against shares]** member shall—

- (a) keep such accounting records in one of the official languages of the Republic, as may be prescribed; 30
- (b) preserve such records in a safe place for a period of at least five years as from the date of the latest entry therein; and
- (c) cause such records to be audited, not later than **[31 May of the year in question]** three months after the financial year end of such member or such later date as the Registrar may allow, **[in respect of each year ending upon the last day of February, or such other day as the Registrar may approve]** by an auditor whose appointment has been approved by the Registrar in terms of section 42. 35

(2) The auditor who has in terms of this section audited the accounting records of a **[stock-broker or carrier against shares]** member shall, not later than **[30 June of the year in question]** four months after the financial year end of such member or such later date as the Registrar may allow, transmit to the committee and on request to the Registrar—**[and in the case of a stock-broker also to the committee of the stock exchange concerned]**— 40 45

- (a) a copy of the **[balance sheet]** annual financial statements of that **[broker or carrier]** member for the year to which the audit relates, signed by the **[broker or carrier, as the case may be, or, in the case of]** member if the member is a natural person and if the member is a partnership or company, by at least two **[members of the partnership]** partners or two directors, **[of the company]** as the case may be; 50
- (b) a report setting forth—
 - (i) whether or not all the necessary accounting records have been kept by the **[broker or carrier]** member during the period to 55

30 dae vanaf die datum van aanstelling van 'n ouditeur kragtens hierdie artikel, by die Registrateur om [sy] goedkeuring van daardie aanstelling aansoek doen.

5 (4) Die Registrateur kan [sonder om enige rede daarvoor aan te gee] weier om 'n aanstelling van 'n ouditeur goed te keur of kan sy vorige goedkeuring van so 'n aanstelling intrek, en daarna ontruim die betrokke ouditeur sy amp as ouditeur van die betrokke [effektemakelaar of geldskierter teen aandele] lid.

10 (5) Wanneer die Registrateur ingevolge subartikel (4) geweier het om die aanstelling van 'n ouditeur goed te keur of sy goedkeuring van die aanstelling van 'n ouditeur ingetrek het, of wanneer 'n ouditeur om enige ander rede sy amp as ouditeur van 'n [effektemakelaar of geldskierter teen aandele] lid ontruim, moet die betrokke [effektemakelaar of geldskierter teen aandele] lid 'n ander persoon as ouditeur aanstel, maar

15 weer eens onderworpe aan die goedkeuring van die Registrateur.
(6) Waar die ouditeur van 'n [effektemakelaar of geldskierter teen aandele] lid 'n vennootskap is, word so 'n ouditeur, by die toepassing van subartikel (5), geag nie sy amp te ontruim het op grond van 'n verandering in die samestelling van die vennootskap nie solank minstens die helfte van die aantal vennote in die hersaamgestelde vennootskap persone is wat op die datum toe die vennootskap se aanstelling as ouditeur laas deur die Registrateur goedgekeur is, vennote daarin was.

20 (7) Indien 'n ouditeur wat deur 'n lid uit sy amp ontslaan is van oordeel is dat [hy] sodanige ontslag om onbehoorlike redes [ontslaan is] was, verwittig [hy] sodanige ouditeur die Registrateur onverwyld per faksimile of per aangetekende pos daarvan.”.

Vervanging van artikel 43 van Wet 1 van 1985

39. Artikel 43 van die Hoofwet word hierby deur die volgende artikel vervang:

“Rekeninge-aantekenings en oudit

30 43. (1) Elke [effektemakelaar en geldskierter teen aandele] lid moet—
(a) die rekeninge-aantekenings wat voorgeskryf word, in een van die amptelike tale van die Republiek hou;
(b) sodanige aantekenings op 'n veilige plek bewaar vir 'n tydperk van
35 minstens vyf jaar vanaf die datum van die jongste inskrywing daarin; en
(c) sodanige aantekenings [ten opsigte van elke jaar wat eindig op die laaste dag van Februarie of die ander dag wat die Registrateur goedkeur, nie later nie as 31 Mei van die betrokke jaar] nie later as drie maande na die einde van die boekjaar van sodanige lid, of die latere datum wat die Registrateur toestaan, laat ouditeur deur 'n ouditeur wie se aanstelling ingevolge artikel 42 deur die Registrateur goedgekeur is.

(2) 'n Ouditeur wat ingevolge hierdie artikel die rekeninge-aantekenings van 'n [effektemakelaar of geldskierter teen aandele] lid geouditeer het, moet nie later nie as [30 Junie van die betrokke jaar] vier maande na die einde van die boekjaar van sodanige lid, of die latere datum wat die Registrateur toestaan, aan [die Registrateur, en in die geval van 'n effektemakelaar ook aan] die komitee [van die betrokke effektebeurs] en op versoek aan die Registrateur, die volgende deurstuur, naamlik—

50 (a) 'n afskrif van die [balansstaat] jaarlikse finansiële state van daardie [makelaar of geldskierter] lid vir die jaar waarop die oudit betrekking het, onderteken deur die [makelaar of geldskierter, na gelang van die geval, of, in die geval van] lid indien die lid 'n natuurlike persoon is en indien die lid 'n vennootskap of maatskappy is, deur minstens twee [lede van die vennootskap] vennote of twee direkteure, [van die maatskappy] na gelang van die geval;

55 (b) 'n verslag waarin vermeld word—
(i) of al die nodige rekeninge-aantekenings deur die [makelaar of geldskierter] lid gedurende die tydperk waarop die oudit betrek-

- which the audit relates, whether or not they have been properly kept, and if not, in which respects they are defective;
- (ii) whether or not he has obtained all the information and explanations he has required and if not, the nature of the information **[he has]** not obtained and the matters which have not been explained;
 - (iii) whether or not any securities, whether listed or unlisted, which, according to the relevant accounting records, are held by the **[broker or carrier]** member on behalf of any other person, including securities, whether listed or unlisted, held in safe custody, are in possession of the **[broker or carrier]** member, and if not, in whose possession or custody they are and for what purpose;
 - (iv) whether investigations carried out **[as at the date of the balance sheet]** indicate that the **[broker or carrier]** member appears to comply with the provisions of—
 - (aa) sections 14, 22, 23, **[24]** 25, **[26 and 27]** 36, 37 and 38;
 - (bb) regulations relating to accounting records or the auditing thereof or in relation to capital adequacy;
 - (cc) rules governing the maintenance and operation of the trust account referred to in section 14, capital adequacy, the marking of documents of title, the granting of credit, the lending or pledging of securities, the issue of receipts and the holding or delivery of certificates relating to securities, and whether or not the auditor during the course of the audit became aware of any contravention of the said provisions; and
 - (v) such other matters as may be prescribed.”.

Substitution of section 44 of Act 1 of 1985

40. The following section is hereby substituted for section 44 of the principal Act:

“Report by auditor of irregularities

44. An auditor who in terms of section 43 audits the accounting records of a member and in the course of such audit becomes aware that the member has failed to comply with a requirement of any provision referred to in section 43(2)(b)(iv), shall report the matter forthwith to the Registrar and the president of the stock exchange concerned if such requirement is material.”.

Amendment of section 45 of Act 1 of 1985

41. Section 45 of the principal Act is hereby amended—

(a) by the substitution for subsection (1) of the following subsection:

“(1) The provisions of the Inspection of Financial Institutions Act, 1984 (Act No. 38 of 1984), shall apply *mutatis mutandis* to—

- (a) (i) a stock exchange;
- (ii) a member or an officer or employee of a member;
- (iii) a person approved in terms of section 4 or an officer or employee of such a person; and
- (b) (i) any person not licensed to carry on the business of a stock exchange;
- (ii) a person who is not a member; or
- (iii) a person not approved in terms of section 4, but who is carrying on the business of a stock exchange, of a member or of a person requiring approval in terms of section 4, as the case may be.”;

(b) by the substitution for paragraph (b) of subsection (2) of the following paragraph:

“(b) section 8(1) thereof shall be construed as if the following further proviso had been added at the end thereof:

king het, gehou is of nie, of dit behoorlik gehou is of nie, en indien nie, in welke opsigte dit gebrekkig is;

(ii) of hy al die inligting en verduidelikings wat hy nodig gehad het, verkry het of nie, en indien nie, die aard van die inligting [**wat hy**] nie verkry [**het**] nie en die sake wat nie verduidelik is nie;

(iii) of effekte, hetsy genoteer of ongenoteer, wat volgens die betrokke rekeninge-aantekeninge deur die [**makelaar of geldskierter**] lid ten behoeve van iemand anders gehou word, met inbegrip van effekte, hetsy genoteer of ongenoteer, wat in veilige bewaring gehou word, in besit van die [**makelaar of geldskierter**] lid is of nie, en indien nie, in wie se besit of bewaring dit is en vir watter doel;

(iv) of ondersoek wat [**soos op die datum van die balansstaat**] ingestel is, aantoon dat die [**makelaar of geldskierter**] lid die bepalings van—

(aa) artikels 14, 22, 23, [24] 25, [26 en 27] 36, 37 en 38;

(bb) regulasies met betrekking tot rekeninge-aantekeninge of die ouditering daarvan of met betrekking tot kapitaal-toereikendheid;

(cc) reëls wat die instandhouding en bedryf van die trustrekening bedoel in artikel 14 reël, kapitaaltoereikendheid, die merk van dokumente van titel, die toestaan van krediet, die leen of verpanding van effekte, die uitreik van kwitansies en die hou of lewering van sertifikate met betrekking tot effekte,

blyk na te kom of nie, en of die ouditeur in die loop van sy audit te wete gekom het van 'n oortreding van genoemde bepalings of nie; en

(v) die ander sake wat voorgeskryf is.”.

30 Vervanging van artikel 44 van Wet 1 van 1985

40. Artikel 44 van die Hoofwet word hierby deur die volgende artikel vervang:

“Aanmelding van onreëlmatighede deur ouditeur

44. 'n Ouditeur wat ingevolge artikel 43 die rekeninge-aantekeninge van 'n lid ouditeer en gedurende sodanige audit bewus word dat die lid versuim het om te voldoen aan 'n voorskrif van 'n bepaling bedoel in artikel 43(2)(b)(iv), moet die aangeleentheid onverwyld by die Registrateur en die president van die betrokke effektebeurs aanmeld indien die voorskrif wesenlik is.”.

Wysiging van artikel 45 van Wet 1 van 1985

41. Artikel 45 van die Hoofwet word hierby gewysig—

(a) deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Die bepalings van die Wet op Inspeksie van Finansiële Instellings, 1984 (Wet No. 38 van 1984), is *mutatis mutandis* van toepassing op—

(a) (i) 'n effektebeurs;

(ii) 'n lid of 'n beampte of werknemer van 'n lid;

(iii) 'n persoon ingevolge artikel 4 goedgekeur of 'n beampte of werknemer van sodanige persoon; en

(b) (i) enige persoon wat nie gelisensieer is om die besigheid van 'n effektebeurs te dryf nie;

(ii) 'n persoon wat nie 'n lid is nie; of

(iii) 'n persoon wat nie ingevolge artikel 4 goedgekeur is nie, maar wat die besigheid dryf van 'n effektebeurs, van 'n lid of van 'n persoon wat goedkeuring ingevolge artikel 4 benodig, na gelang van die geval.”;

(b) deur paragraaf (b) van subartikel (2) deur die volgende paragraaf te vervang:

“(b) word artikel 8(1) daarvan uitgelê asof die volgende verdere voorbehoudsbepaling aan die einde daarvan bygevoeg was:

- (c) the registrar **[may in his discretion]** shall communicate to the committee **[of]** or the official responsible for surveillance of the business carried on by a stock exchange any relevant information pertaining to the affairs of a member or past member of that stock exchange obtained by **[him]** the registrar in the course of an inspection under this Act, or from a report by an inspector on such an inspection **[of the affairs of a stock-broker who is or was a member of that stock exchange].**”; 5
- (c) by the addition to subsection (2) of the following paragraph: 10
 “(c) the stock exchange, member or other person referred to in paragraphs (a) and (b) shall be deemed to be a financial institution, and the registrar shall be the Registrar of such stock exchange, member or person.”; and
- (d) by the substitution for subsection (3) of the following subsection: 15
 “(3) The committee **[of a stock exchange]** or the disciplinary tribunal contemplated in section 2A(b) may in any disciplinary proceedings in terms of the rules **[of the stock exchange against the member concerned or any other member of the stock exchange]** take into consideration any relevant information furnished to the committee by 20
 virtue of the provisions of subsection (2)(b).”.

Insertion of section 45A in Act 1 of 1985

42. The following section is hereby inserted in the principal Act after section 45:

“Disclosure of information by stock exchange

45A. Notwithstanding the provisions of any other law, a stock exchange 25
 may enter into an agreement with any other exchange, whether domestic or foreign, to disclose information relating to a particular transaction, a member, an officer or employee of a member or a buyer and seller of listed securities, if such information will be of importance to the relevant domestic or foreign exchange and the disclosure will not be against the 30
public interest.”.

Amendment of section 46 of Act 1 of 1985

43. Section 46 of the principal Act is hereby amended—

- (a) by the substitution for subsections (1) and (2) of the following subsections, 35
 respectively:
 “(1) The Registrar or a person nominated by him may attend any meeting of—
 (a) **[the]** a committee **[of a stock exchange]** or a subcommittee of that committee, and except for voting take part in all the proceedings at such meeting; 40
 (b) the disciplinary tribunal contemplated in section 2A(b) and may request an opportunity to be heard by such tribunal.
 (2) The president **[of a stock exchange]** shall furnish the Registrar with all notices, minutes and documents which are furnished to members of the committee **[of the stock exchange concerned or]** and a 45
 subcommittee of that committee, as if the Registrar were a member of that committee and subcommittee.”; and
- (b) by the addition of the following subsection:
 “(3) The provisions of subsection (2) shall apply *mutatis mutandis* to the chairperson of the disciplinary tribunal contemplated in section 50
 2A(b).”.

Substitution of section 47 of Act 1 of 1985, as substituted by section 30 of Act 54 of 1989

44. The following section is hereby substituted for section 47 of the principal Act:

- 5 (c) die registrateur **[na goeddunke]** aan die komitee **[van 'n effektebeurs]** of beampte verantwoordelik vir toesighouding oor die besigheid deur 'n effektebeurs gedryf, toepaslike inligting **[kan]** met betrekking tot die aangeleenthede van 'n lid of oudlid van daardie effektebeurs moet oordra wat deur **[hom]** die registrateur bekom is in die loop van 'n inspeksie kragtens hierdie Wet, of uit 'n verslag deur 'n inspekteur oor so 'n inspeksie, **[van die sake van 'n effektemakelaar wat 'n lid is of was van daardie effektebeurs].'**”;
- 10 (c) deur die volgende paragraaf by subartikel (2) te voeg:
 “(c) die effektebeurs, lid of ander persoon bedoel in paragraawe (a) en (b) word geag 'n finansiële instelling te wees, en die registrateur is die Registrateur van sodanige effektebeurs, lid of persoon.”; en
- 15 (d) deur subartikel (3) deur die volgende subartikel te vervang:
 “(3) Die komitee **[van 'n effektebeurs]** of die dissiplinêre tribunaal beoog in artikel 2A(b) kan, by enige dissiplinêre geding ooreenkomstig die reëls **[van die effektebeurs teen die betrokke lid of enige ander lid van daardie effektebeurs]** enige toepaslike inligting aan die komitee uit hoofde van die bepalings van subartikel (2)(b) verstrek, in ag neem.”.
- 20

Invoeging van artikel 45A in Wet 1 van 1985

42. Die volgende artikel word hierby in die Hoofwet na artikel 45 ingevoeg:

“Openbaarmaking van inligting deur effektebeurs

- 25 **45A.** Ondanks die bepalings van enige ander wet kan 'n effektebeurs 'n ooreenkoms aangaan met enige ander beurs, hetsy plaaslik of buitelands, om inligting te openbaar met betrekking tot 'n besondere transaksie, 'n lid, 'n beampte of werknemer van 'n lid of 'n koper en verkoper van genoteerde effekte indien sodanige inligting van belang sal wees vir die betrokke plaaslike of buitelandse beurs en die openbaarmaking nie teen die
- 30 openbare belang sal wees nie.”.

Wysiging van artikel 46 van Wet 1 van 1985

43. Artikel 46 van die Hoofwet word hierby gewysig—

- (a) deur subartikels (1) en (2) deur onderskeidelik die volgende subartikels te vervang:
- 35 “(1) Die Registrateur of 'n persoon deur hom benoem kan enige vergadering bywoon—
 (a) van **[die]** 'n komitee **[van 'n effektebeurs]** of 'n onderkomitee van daardie komitee **[bywoon]** en behalwe vir stemming, aan al die verrigtinge by so 'n vergadering deelneem;
- 40 (b) van die dissiplinêre tribunaal beoog in artikel 2A(b) en kan 'n geleentheid versoek om deur sodanige tribunaal aangehoor te word.
- (2) Die president **[van 'n effektebeurs]** moet die Registrateur van alle kennisgewings, notules en stukke voorsien wat aan lede van die komitee **[van die betrokke effektebeurs of]** en 'n onderkomitee van daardie komitee besorg word, asof die Registrateur 'n lid van daardie komitee en onderkomitee is.”; en
- 45 (c) deur die volgende subartikel by te voeg:
 “(3) Die bepalings van subartikel (2) is *mutatis mutandis* van toepassing op die voorsitter van die dissiplinêre tribunaal bedoel in artikel 2A(b).”.
- 50

Vervanging van artikel 47 van Wet 1 van 1985, soos vervang deur artikel 30 van Wet 54 van 1989

44. Artikel 47 van die Hoofwet word hierby deur die volgende artikel vervang:

“Furnishing of information to Registrar

47. The Registrar may by notice in writing require **[any person who is not a stock-broker or licensed carrier against shares or a person referred to in section 4(1) and in respect of whom the Registrar has reason to suspect that he]**—

- (a) a stock exchange or a member thereof;
- (b) any person approved in terms of section 4(1); or
- (c) any other person who is carrying on [the] business [of buying and selling securities] in contravention of section 3 [(2), (3), (4) or (5) or of a carrier against shares in contravention of section 3(6) or of administering or holding in safe custody on behalf of any other person any investments in listed securities or any investments of which listed securities form part in contravention of] or 4(1),

to transmit to the Registrar within a period stated in the notice any document or information at that stock exchange's, member's or person's disposal and relating to [his] that stock exchange's, member's or person's affairs which the Registrar may reasonably require, and that stock exchange, member or person shall comply with the requirements of the Registrar to his satisfaction within the relevant period or within such further period as the Registrar may allow.”.

Substitution of section 48 of Act 1 of 1985, as amended by section 31 of Act 54 of 1989, section 38 of Act 55 of 1989 and section 21 of Act 54 of 1991

45. The following section is hereby substituted for section 48 of the principal Act:

“Penalties

48. (1) Any person who—

- (a) contravenes a provision of section 3(1) or (2), 4(1) or (2) or 14;
- (b) contravenes a provision of section 5;
- (c) contravenes or fails to comply with a provision of section [4 or 6, or of section 22, 23, 25 or 26, read with section 27, or of section 28, 34, 38 or] 43(1);
- (d) contravenes or fails to comply with a provision of section [3(2), (5) or (6)] 19(3), [35] 36, 37, 39 or 42(1), (2), (3), (4) or (5);
- (e) refuses or fails to comply with any requirement of a president under section 19 or of the Registrar under the said section 19, section 39 or section 47;
- (f) carries on the business of a [stock-broker or carrier against shares] member, at any time when in terms of a declaration under section 50 he is disqualified from doing so;
- (g) makes any incorrect statement or entry in any accounting record kept under section 43, knowing the same to be incorrect; or
- (h) contravenes a provision of section 40 or 41,
shall be guilty of an offence and liable on conviction—
 - (i) in the case of an offence referred to in paragraph (a), (f) or (h), to a fine [not exceeding R4 000] or to imprisonment for a period not exceeding [four] five years [or to both that fine and that imprisonment];
 - (ii) in the case of an offence referred to in paragraph (c), (e) or (g), to a fine [not exceeding R2 000] or to imprisonment for a period not exceeding two years [or to both that fine and that imprisonment]; and
 - (iii) in the case of an offence referred to in paragraph (b) or (d), [or (f)] to a fine [not exceeding R400] or to imprisonment for a period not exceeding 12 months [or to both that fine and that imprisonment].”.

“Verstreking van inligting aan Registrateur

47. Die Registrateur kan by skriftelike kennisgewing vereis dat [’n persoon wat nie ’n effektemakelaar of ’n gelisensieerde geldskieteer teen aandele of ’n persoon bedoel in artikel 4(1) is nie, en ten opsigte van wie die Registrateur rede het om te vermoed dat hy die]—

- (a) ’n effektebeurs of ’n lid daarvan;
- (b) enige persoon ingevolge artikel 4(1) goedgekeur; of
- (c) enige ander persoon wat besigheid dryf [van koop en verkoop van effekte] in stryd met artikel 3 [(2), (3), (4) of (5), of van ’n geldskieteer teen aandele in stryd met artikel 3(6), of van die administrasie of veilige bewaring namens iemand anders van enige belegging in genoteerde effekte of enige belegging waarvan genoteerde effekte ’n deel uitmaak, in stryd met artikel] of 4(1), aan die Registrateur binne ’n tydperk in die kennisgewing vermeld, ’n stuk of inligting waaroor daardie effektebeurs, lid of persoon beskik en wat op [sy] daardie effektebeurs, lid of persoon se sake betrekking het en wat die Registrateur redelikerwys nodig het, aan die Registrateur deurstuur, en daardie effektebeurs, lid of persoon moet ten genoeg van die Registrateur aan die [betrokke vereiste] vereistes van die Registrateur voldoen binne die betrokke tydperk of binne die verdere tydperk wat die Registrateur toestaan.”

Vervanging van artikel 48 van Wet 1 van 1985, soos gewysig deur artikel 31 van Wet 54 van 1989, artikel 38 van Wet 55 van 1989 en artikel 21 van Wet 54 van 1991

45. Artikel 48 van die Hoofwet word hierby deur die volgende artikel vervang:

“Strafbepalings

48. (1) Iemand wat—

- (a) ’n bepaling van artikel 3(1) of (2), 4(1) of (2) of 14 oortree;
 - (b) ’n bepaling van artikel 5 oortree;
 - (c) ’n bepaling van artikel [4 of 6, of van artikel 22, 23, 24, 25 of 26, gelees met artikel 27, of van artikel 28, 34, 38 of] 43(1) oortree of versuim om daaraan te voldoen;
 - (d) ’n bepaling van artikel [3(2), (5) of (6)] 19(3), [35] 36, 37, 39 of 42(1), (2), (3), (4) of (5) oortree of versuim om daaraan te voldoen;
 - (e) weier of versuim om aan ’n vereiste van ’n president kragtens artikel 19 of van die Registrateur kragtens genoemde artikel 19, artikel 39 of artikel 47, te voldoen;
 - (f) die besigheid van ’n [effektemakelaar of geldskieteer teen aandele] lid dryf wanneer hy volgens ’n verklaring kragtens artikel 50 onbevoeg is om dit te doen;
 - (g) in ’n rekeninge-aantekening wat ingevolge artikel 43 gehou word, ’n onjuiste verklaring of inskrywing doen, terwyl hy weet dat dit onjuis is; of
 - (h) ’n bepaling van artikel 40 of 41 oortree,
- is aan ’n misdryf skuldig en by skuldigbevinding strafbaar—
- (i) in die geval van ’n misdryf bedoel in paragraaf (a), (f) of (h), met ’n boete [van hoogstens R4 000] of met gevangenisstraf vir ’n tydperk van hoogstens [vier] vyf jaar [of met daardie boete sowel as daardie gevangenisstraf];
 - (ii) in die geval van ’n misdryf bedoel in paragraaf (c), (e) of (g), met ’n boete [van hoogstens R2 000] of met gevangenisstraf vir ’n tydperk van hoogstens twee jaar [of met daardie boete sowel as daardie gevangenisstraf]; en
 - (iii) in die geval van ’n misdryf bedoel in paragraaf (b) of (d), [of (f)] met ’n boete [van hoogstens R400] of met gevangenisstraf vir ’n tydperk van hoogstens 12 maande [of met daardie boete sowel as daardie gevangenisstraf].”

Substitution of section 49 of Act 1 of 1985

46. The following section is hereby substituted for section 49 of the principal Act:

“Evidence

49. A record purporting to have been made or kept in the ordinary course of the carrying on of the business of a stock exchange, **[or] the business of a [stock-broker or carrier against shares as such] member or the business of a person approved in terms of section 4**, or a copy of or an extract from such record certified to be correct by an officer in the service of the State, shall on its mere production by the public prosecutor in any criminal proceedings under this Act or any other law or the common law against the person who carries or carried on the business in question or any other person, be admissible in evidence and be *prima facie* proof of the facts contained in such record, copy or extract.”.

Substitution of section 50 of Act 1 of 1985

47. The following section is hereby substituted for section 50 of the principal Act:

“Powers of court to declare member, officer or employee of member or person approved in terms of section 4 disqualified

50. (1) If a court—

- (a) convicts a **[stock-broker or carrier against shares] member, an officer or employee of a member or a person approved in terms of section 4** of an offence under this Act or of an offence of which any dishonest act or omission is an element; or
- (b) finds, in proceedings to which a **[broker or carrier] member, an officer or employee of a member, a person approved in terms of section 4** or such person's officer or employee is a party or in which his conduct is called in question, that he has been guilty of dishonest conduct,

the court may (in addition, in a case referred to in paragraph (a), to any sentence it may impose) declare **[the broker or carrier concerned]** that **member, officer or employee of a member, person or such person's officer or employee** to be disqualified, for an indefinite period or for a period specified by the court, from carrying on the business of a **[stock-broker or carrier against shares] member**, from being an officer or employee of a **member** or from carrying on the business referred to in section 4, as the case may be.

(2) The court may, on sufficient cause shown, vary a declaration made under subsection (1).

(3) The registrar or clerk of any court which has made any declaration under subsection (1), or varied any declaration under subsection (2), shall forthwith notify the Registrar and **[in the case of such declaration in respect of a stock-broker, also]** the committee of the stock exchange **[of]** at which the **[broker concerned is a member] member** carries on business or at which the officer or the employee of a member is employed of that declaration or variation.

(4) No declaration made under subsection (1) shall affect any right on the part of the committee **[of a stock exchange]** to take disciplinary action against the **[broker] member, or the officer or employee of a member, concerned.**”.

Amendment of section 51 of Act 1 of 1985, as amended by section 14 of Act 7 of 1993

48. Section 51 of the principal Act is hereby amended—

- (a) by the substitution for paragraph (c) of subsection (1) of the following paragraph:

“(c) the minimum capital which a member shall hold, what that capital may be comprised of and the basis of valuation of such capital;”; and

Vervanging van artikel 49 van Wet 1 van 1985

46. Artikel 49 van die Hoofwet word hierby deur die volgende artikel vervang:

“Getuienis

5 49. 'n Aantekening wat heet gemaak of gehou te gewees het in die
gewone loop van die dryf van die besigheid van 'n effektebeurs, [of] die
10 besigheid van 'n [effektemakelaar of geldskieteer teen aandele as
sodanig] lid of die besigheid van 'n persoon goedgekeur kragtens artikel
4, of 'n afskrif van of uittreksel uit so 'n aantekening wat deur 'n beampte
15 in die diens van die Staat as juis gewaarmerk is, is by blote oorlegging
daarvan deur die Staatsaanklaer in 'n strafsak kragtens hierdie Wet of 'n
ander wet of die gemenerreg teen die persoon wat die betrokke besigheid
dryf of gedryf het, of enige ander persoon, as getuienis toelaatbaar en
prima facie-bewys van die feite in so 'n aantekening, afskrif of uittreksel
vervat.”.

15 Vervanging van artikel 50 van Wet 1 van 1985

47. Artikel 50 van die Hoofwet word hierby deur die volgende artikel vervang:

**“Bevoegdheide van hof om lid of beampte of werknemer van lid of
persoon goedgekeur kragtens artikel 4 onbevoeg te verklaar**

20 50. (1) Indien 'n hof—
(a) 'n [effektemakelaar of geldskieteer teen aandele] lid, 'n beampte of
werknemer van 'n lid of 'n persoon goedgekeur kragtens artikel 4
skuldig bevind aan 'n misdryf ingevolge hierdie Wet of aan 'n
misdryf waarvan 'n oneerlike doen of late 'n bestanddeel uitmaak; of
25 (b) in 'n geding waarby [so 'n makelaar of geldskieteer] 'n lid, 'n
beampte of werknemer van 'n lid of 'n persoon goedgekeur kragtens
artikel 4 of sodanige persoon se beampte of werknemer 'n party is, of
waarin sy gedrag in twyfel getrek word, bevind dat hy hom aan
oneerlike gedrag skuldig gemaak het,
30 kan die hof (benewens, in 'n geval bedoel in paragraaf (a), enige straf wat
hy oplê) [die betrokke makelaar of geldskieteer] daardie lid, beampte of
werknemer, persoon of sodanige persoon se beampte of werknemer vir 'n
onbepaalde tydperk of vir 'n tydperk deur die hof bepaal, onbevoeg
verklaar om die besigheid van 'n [effektemakelaar of geldskieteer teen
aandele] lid, van 'n beampte of werknemer van 'n lid of die besigheid soos
35 bedoel in artikel 4, na gelang van die geval, te dryf.
(2) Die hof kan, by aanvoering van voldoende gronde, 'n verklaring wat
kragtens subartikel (1) uitgevaardig is, wysig.
(3) Die griffier of klerk van 'n hof wat 'n verklaring kragtens subartikel
(1) uitgevaardig het of 'n verklaring kragtens subartikel (2) gewysig het,
40 moet die Registrateur en [in die geval van so 'n verklaring ten opsigte
van 'n effektemakelaar, ook] die komitee van die effektebeurs [waarvan]
waar die [betrokke makelaar 'n] lid [is] besigheid dryf, of waar die
beampte of die werknemer van 'n lid in diens is, onverwyld van daardie
verklaring of wysiging verwittig.
45 (4) 'n Verklaring kragtens subartikel (1) raak nie enige reg van die
komitee [van 'n effektebeurs] om dissiplinêre stappe teen die betrokke
[makelaar] lid of die beampte of werknemer van 'n lid te doen nie.”.

**Wysiging van artikel 51 van Wet 1 van 1985, soos gewysig deur artikel 14 van Wet
7 van 1993**

50 48. Artikel 51 van die Hoofwet word hierby gewysig—

- (a) deur paragraaf (c) van subartikel (1) deur die volgende paragraaf te vervang:
“(c) die minimum kapitaal wat 'n lid moet hou, waaruit daardie kapitaal
mag bestaan en die basis van waardering van sodanige kapitaal;”;
en

(b) by the deletion of paragraph (d) of subsection (1).

Insertion of section 52A in Act 1 of 1985

49. The following section is hereby inserted in the principal Act after section 52:

“Limitation of liability

52A. (1) No executive officer, employee or representative of a stock exchange or clearing house, or any member of a committee or subcommittee of the committee, shall be liable for any loss sustained by or damage caused to any person as a result of anything done or omitted by the executive officer, employee, representative or member in the *bona fide* exercise of any power or the carrying out of any duty or performance of any function under or in terms of this Act or the rules. 5 10

(2) For the purposes of this section, ‘*bona fide*’ shall include ‘negligent’ but not ‘grossly negligent’, ‘wilful’ or ‘dishonest’.”

Transitional provision

50. Any rule, requirement, directive or decision made, put or issued or other thing done under or in terms of any provision of the principal Act as it was in force immediately prior to the commencement of this Act, shall be deemed to have been made, put, issued or done under or in terms of the corresponding provision of the principal Act as amended by this Act. 15

Extension of application of Act 1 of 1985

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51. (1) The principal Act shall apply throughout the Republic.

(2) Any law referred to in the principal Act which is not yet applicable in a territory to which the principal Act is extended, shall for the purposes of the principal Act be deemed to be applicable in such territory.

Short title and commencement

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52. This Act shall be called the Stock Exchanges Control Amendment Act, 1995, and shall come into operation on a date fixed by the President by proclamation in the *Gazette*.

(b) deur paragraaf (d) van subartikel (1) te skrap.

Invoeging van artikel 52A in Wet 1 van 1985

49. Die volgende artikel word hierby in die Hoofwet na artikel 52 ingevoeg:

“Beperking van aanspreeklikheid

- 5 **52A.** (1) Geen uitvoerende beampte, werknemer of verteenwoordiger
van 'n effektebeurs of verrekeningshuis, of 'n lid van 'n komitee of 'n
subkomitee van die komitee, is aanspreeklik nie vir enige verlies gely deur
of skade veroorsaak aan enige persoon as gevolg van enigiets gedoen of
10 nagelaat deur die uitvoerende beampte, werknemer, verteenwoordiger of
lid in die *bona fide*-uitoefening van 'n bevoegdheid of uitvoering van 'n
plig of die verrigting van 'n werksaamheid kragtens of ingevolge hierdie
Wet of die reëls.
 (2) By die toepassing van hierdie artikel sluit '*bona fide*' 'nalatige' in,
15 maar nie 'growwe nalatige', 'opsetlike' of 'oneerlike' nie.”.

15 Oorgangsbepaling

50. Enige reël, vereiste, opdrag of besluit gemaak, gestel, gegee of geneem of
enigiets anders gedoen kragtens of ingevolge 'n bepaling van die Hoofwet soos dit van
krag was onmiddellik voor die inwerkingtreding van hierdie Wet, word geag gemaak,
gestel, gegee, geneem of gedoen te gewees het kragtens of ingevolge die ooreenstem-
20 mende bepaling van die Hoofwet soos deur hierdie Wet gewysig.

Uitbreiding van toepassing van Wet 1 van 1985

51. (1) Die Hoofwet is oral in die Republiek van toepassing.
(2) 'n Wet waarna in die Hoofwet verwys word wat nog nie in 'n gebied waarna die
Hoofwet uitgebrei word van toepassing is nie, word by die toepassing van die Hoofwet
25 geag in bedoelde gebied van toepassing te wees.

Kort titel en inwerkingtreding

52. Hierdie Wet heet die Wysigingswet op Beheer van Effektebeurse, 1995, en tree
in werking op 'n datum deur die President by proklamasie in die *Staatskoerant* bepaal.

