DHAKA STOCK EXCHANGE (TRADING RIGHT ENTITLEMENT CERTIFICATE) REGULATIONS, 2013

NOTIFICATION

Dated: November 20, 2013

In exercise of the powers conferred by section 34 of the Securities and Exchange Ordinance, 1969 (XVII of 1969) and read with section 23 of the Exchanges Demutualization Act, 2013, the Exchange hereby makes, with the prior approval of the Bangladesh Securities and Exchange Commission, the following regulations, namely:

PART I

INTRODUCTION

1. Short Title

(1) These Regulations may be called the Dhaka Stock Exchange (Trading Right Entitlement Certificate) Regulations, 2013;

(2) These Regulations shall come into effect from the demutualization date.
2. Definitions

(1) In these regulations, unless there is anything in the subject or context,

(a) “Act” means the Bangladesh Securities and Exchange Commission Act, 1993 (Act XV of 1993);

(b) “Articles” means the Articles of Association of the Exchange;

(c) “Board” means the Board of Directors of the Exchange;

(d) "Broker Dealer Rules" means Securities and Exchange Commission (Stock Dealer, Stock-broker and Authorized Representative) Rules, 2000 or any amendment thereto;

(e) "Chief Regulatory Officer" or "CRO" means an officer of the Exchange responsible for discharging regulatory functions of the Exchange;

(f) “Commission” or “BSEC” means the Bangladesh Securities and Exchange Commission established under the Securities and Exchange Commission Act, 1993 (XV of 1993);

(g) “Demutualization Act” means the Exchanges Demutualization Act, 2013 (Act XV of 2013);

(h) “Demutualization Date” means the date from which the Exchange stands demutualized in accordance with the provisions of section 10 of the Demutualization Act;

(i) “Exchange” means the “Dhaka Stock Exchange Limited” or “DSE”;

(j) “Initial Shareholders” means the shareholders of the Exchange on the Demutualization Date;

(k) "Managing Director (“MD”)” means an officer of the Exchange, by whatever name called including without limitation, “Chief Executive Officer” (“CEO”), appointed by the Board in accordance with the Articles and DSE (Board and Administration) Regulations, 2013;

(l) “Memorandum” means the Memorandum of Association of the Exchange;
(m) “Ordinance” means the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969);

(n) “Person” means a person as defined in section 2 (j) of the Ordinance;

(o) "Securities" means the securities as defined in section 2 (l) of the Ordinance;

(p) “Trader” means a person issued with a Trader Certificate by the Exchange in accordance with these Regulations;

(q) “TREC” means Trading Right Entitlement Certificate as defined in the Demutualization Act;

(r) “TC” means Trader Certificate issued by the Exchange in accordance with these Regulations allowing an individual to execute the trading of securities as an authorized representative of a TREC Holder;


3. **Compliance of these Regulations**

(1) Provisions of these Regulations shall be binding on all TREC Holders, its directors, shareholders, employees, agents, associate persons and TC holders and shall be deemed to be a direction of the Exchange.

(2) Any director, manager, or officer of a TREC holder shall, together with that TREC holder, be liable for the purposes of these Regulations for any breach, non-compliance, violation or contravention that was caused or committed with the connivance or consent or attributable to any neglect on the part of such director, manager, or officer.
4. **Prohibition of Dealing in Securities Listed with the Exchange**

No person shall be allowed to offer any brokerage service at the Exchange without first having been issued with a TREC in its favor subject to such terms and conditions for such period as may be determined by the Exchange from time to time.

PART II

**TRADING RIGHT ENTITLEMENT CERTIFICATE**

5. **Qualifications for Application for Obtaining TREC**

(1) Each initial shareholder other than those described in the Scheme of Demutualization of the Exchange shall be granted a TREC as mandated by the Demutualization Act.

Provided that without prejudice to the generality of these Regulations, initial shareholders shall have to comply with the requirements of the Demutualization Act and the Scheme of Demutualization approved thereunder.

(2) A person shall not be eligible for obtaining a TREC from the Exchange or retaining a TREC unless the following conditions are satisfied:

(i) it has obtained or is in the process of obtaining a registration certificate as stock dealer or stock broker under the Broker Dealer Rules and such registration certificate has not been cancelled by the Commission. In the event that a registration certificate is not issued by the Commission within the timeframe stipulated in the Demutualization Act, the TREC shall be cancelled;

(ii) it is a company limited by shares incorporated under the Companies Act, 1994;

(iii) it has a minimum paid up capital of Taka 10,000,000 (Ten Million) only:

Provided that the audited net worth of the TREC Holder shall not be less than 75% of its paid-up capital at any time;

(iv) it must have adequate professional management including compliance officer, human resource, information technology infrastructure and financial capability as may be determined by the Exchange from time to time;
(v) its promoters, sponsors, substantial shareholders, MD/CEO, directors and key executives comply with the “Fit and Proper” Criteria as may be specified by the Commission from time to time;

(vi) none of its directors have served as directors in a TREC holder or member of any Exchange which had been declared a defaulter or expelled as a member or its TREC has been cancelled by the Exchange; and

(vii) it has adequate policies, procedures, systems and controls to handle conflict management, monitoring of unethical conduct and market abuse, resolve investor complaints, prevent money laundering and combat terrorist financing and ensure compliance with applicable laws.

(3) The Exchange may specify such standards for good governance, enhanced disclosures, investor protection, accountability, investor service and infrastructure requirements with regard to applicants as it may deem necessary from time to time.

(4) No applicant shall be issued a TREC of the Exchange if it or any of its directors:

(i) has been adjudged bankrupt or a receiver order in bankruptcy has been made against it or it has been proved to be insolvent even though it has obtained its final discharge;

(ii) has compounded with its creditors for less than full discharge of debts;

(iii) is a loan defaulter as per CIB report of Bangladesh Bank;

(iv) has been convicted for any offence of moral turpitude;

(v) has been at any time expelled or declared a defaulter by any stock exchange, or its TREC has been cancelled or it has been debarred from trading in securities by any regulatory authority including the BSEC or any court having jurisdiction;

(vi) incurs such disqualification under the provisions of the Securities and Exchange Ordinance, 1969 or Rules or Regulations made thereunder or any other law for the time being in force, so as to disentitle such persons from seeking TREC of a stock exchange;
6. Procedure to be followed for submission of an application for issuance of TREC

(1) Within 5 (five) years from the date of demutualization, an application for issuance of new TREC shall be entertained by the Exchange only in response to invitation for submission of such application following a resolution of the Board.

(2) Invitation for application under sub-regulation (1) shall be published in at least two national dailies one of which shall be in vernacular language of wide circulation and on its official website.

(3) After the 5 (five) years period as mentioned in sub-regulation (1), no explicit invitation shall be required for submission of application for TREC;

(4) An applicant who complies with the conditions specified in Regulation 5 may submit an application in Form-A along with the documents specified therein upon payment of application fee as may be specified by the Exchange from time to time.

(5) Upon receipt of applications, the Exchange shall examine the application within 30 (thirty) days of submission of applications. Where necessary, the Exchange may require an applicant to submit such additional documents and information as deemed appropriate to assess an application.

(6) Within 30 (thirty) days of receiving a complete application, the Exchange shall issue to a successful applicant a TREC subject to payment of such fee and security deposit as may be determined by the Exchange and approved by the Commission from time to time. The issuance of TREC's shall be registered in the register of TREC holders.

(7) If any applicant fails to fulfill the requirements, it shall be informed of the Exchange's decision together with the grounds for the decision, the principal facts and matters relied upon in making it and details of the right of appeal within 15 (fifteen) days of such decision.
(8) An applicant whose application is not granted may require that decision to be reviewed by the Regulatory Affairs Committee by giving notice to that effect to the Regulatory Affairs Committee within 28 (twenty-eight) days of the date on which the decision of the Exchange is dispatched to the applicant, failing which the decision of the Exchange shall be final and binding upon the applicant. The applicant shall set out in the notice, the grounds of review and all facts and matters that it intends to rely upon in support thereof.

(9) The decision of the Regulatory Affairs Committee in any review under sub-regulation (8) shall be final and binding on all parties and the Regulatory Affairs Committee shall not be required to disclose the reason for its decision.

7. Disciplinary Powers of the Exchange

(1) The Exchange may, at any time, on notice or otherwise:

(i) conduct an inspection to ensure that a TREC holder is in compliance with the Exchange's regulations; or

(ii) require the TREC holder to furnish the Exchange with such information as it may require within a reasonable time and verified in such a manner as the Exchange may specify.

(2) The Exchange may conduct an investigation in respect of a TREC holder where it appears to the Exchange, either on its own initiative, as a result of a complaint received or in the light of an inspection conducted under regulation 7.(1)(i):

(i) that there are circumstances suggesting that the TREC holder is not fit and proper to carry on the business of a TREC holder of the Exchange;

(ii) that there has been a contravention by the TREC holder of the regulations of the Exchange or decisions taken by the Exchange; or

(iii) to be appropriate or desirable for the protection of investors.
(3) The Exchange may appoint such individuals to conduct an investigation and may call upon such outside assistance in connection therewith as it sees fit.

(4) The Exchange shall notify the TREC holder of the reasons for an investigation, unless it appears to the Exchange that such notification may inhibit the conduct of the investigation.

(5) A TREC holder shall cooperate fully with any inspection or investigation that may be carried out under these regulations and shall give all necessary assistance including:

(i) furnishing to the Exchange promptly, or within such reasonable time as may be specified by the Exchange, such information and accounts as the Exchange may require for the purposes of the investigation;

(ii) permitting its directors, officers or other employees to be interviewed by or on behalf of the Exchange, ensuring as far as possible that they are made available for interview and answer truthfully and fully any questions put to them;

(iii) giving at all times full access to any premises where the TREC holder carries on its business or maintains records; and

(iv) permitting documents, records or other material in its possession or under its control to be produced, inspected and copied by the Exchange.

(6) If in the opinion of the Exchange a TREC holder has failed to comply with or is in breach of any Regulations of the Exchange or decisions taken by the Exchange, the Exchange shall formally report the matter to the Chief Regulatory Officer who may call the TREC holder to a hearing.

(7) The Exchange may regulate its hearings and apply such rules on procedure and practice as it sees fit, provided that:

(i) the Exchange shall be governed by the rules of natural justice and shall give the TREC holder a reasonable opportunity to make written or oral representations, to call witnesses and to cross examine any witness called against it;
(ii) the Exchange may determine the issue on written representations if, having regard to the nature and gravity of the matter in issue, it is satisfied that it is suitable for such determination and the TREC holder consents to such a procedure being adopted;

(iii) in determining the issue by way of oral hearing, the Exchange:

(a) shall hear the matter in private; and

(b) may at its discretion permit the TREC holder to be legally represented and to call witnesses to give evidence before it.

(iv) where the matter in issue against a TREC holder is found to be proved, which shall be on a balance of probabilities, the Exchange shall, before exercising its disciplinary powers, allow the TREC holder, or anyone on its behalf, to address the Exchange in mitigation of penalty.

(8) If the TREC holder fails to attend a hearing, the Exchange may proceed in its absence.

(9) The Exchange may exercise any of the following powers delegated to it by the Board:

(i) declare that there is no case for the TREC holder to answer;

(ii) decide that no further action should be taken;

(iii) issue a private warning or reprimand to the TREC holder;

(iv) issue a notice of public censure against the TREC holder;

(v) impose on the TREC holder a fine not less than Taka 10,000 (ten thousand);

(vi) suspend or cancel the registration of the TREC holder’s directors, partners, Compliance Officers and/or Traders;

and shall in each such case make a written record of any action so taken.
8. **Powers of the Exchange to Issuance, Suspension and Cancellation of TREC**

(1) The Exchange shall have the following powers in respect of TREC:

(i) **Issuance of TREC:** The Exchange shall issue TREC subject to terms and conditions as specified in the certificate with the power to suspend and cancel.

(ii) **Suspension of TREC:**

   (a) A TREC shall be suspended on the instruction of the BSEC.

   (b) Under the powers delegated to it by the Board the Exchange may suspend all or any of a TREC holder's rights for a fixed or continuing period by making a suspension order where the Exchange is satisfied, in the light of an investigation conducted by the Exchange that the TREC holder:

   (i) has contravened any provision of any Regulations of the Exchange or decisions taken by the Exchange;

   (ii) has provided the Exchange with false, inaccurate or misleading information in purported compliance with any requirement under these Regulations; or

   (iii) in any other case where the Exchange feels such action to be appropriate for the protection of investors.

(c) CRO of the Exchange shall have the power to suspend operation of any TREC as he may deem fit and proper at anytime without any prior notice with intimation to the CEO. However, duration of a suspension order shall not exceed 14 (fourteen) days at a time unless extended till such date as may be decided by RAC.

(iii) **Cancellation of TREC:** A TREC may be cancelled by the Exchange on the following grounds:

   (a) If a TREC holder is found to be involved in any activity prohibited under the Act, the Ordinance or by BSEC;
(b) If a cancellation order is issued by BSEC or any court of justice;

(c) If a TREC holder has been declared a defaulter under Regulation 12 of the DSE (Settlement of Transactions) Regulations, 2013;

(d) Under the powers delegated to it by the Board the Exchange may cancel a TREC where the Exchange is satisfied in the light of an investigation conducted by the Exchange that the TREC holder:

(i) has ceased to be fit and proper to carry on the business of a TREC holder;

(ii) has contravened any provision of any Regulations of the Exchange or decisions taken by the Exchange;

(iii) has provided the Exchange with false, inaccurate or misleading information in purported compliance with any requirement under these Regulations; or

(iv) in any other case where the Exchange feels such action to be appropriate for the protection of investors.

(e) If the TREC Holder fails to commence business within 6 (six) months of receipt of the brokerage registration from BSEC:

Provided that in the case of sub-clause (c) above no TREC shall be cancelled without giving the TREC holder an opportunity of hearing.

(2) The management of the Exchange shall have the power to take such other steps for the interest of the Exchange and the capital market on behalf of the Exchange.

9. **Duration and Renewal of TREC**

Unless otherwise provided by the Exchange, every TREC issued under these Regulations shall be valid for a period of one year from the date of issuance with a provision for renewal subject to payment of renewal fees as determined from time to time.
10. Transfer of TREC

(1) Any TREC issued under these Regulations shall not be transferable by a TREC Holder unless the same is permitted in pursuance of section 16 of the Demutualization Act and the person to whom the TREC is being transferred shall comply with the conditions of Regulation 5.

(2) Any TREC holder desiring to transfer its TREC under the Demutualization Act must submit to the Exchange a written application, signed by both the transferor and transferee, in such form and accompanied with such documents as may be prescribed by the Exchange.

11. Resignation:

(1) A TREC holder who wishes to resign shall serve on the Exchange a written notice of 3 (three) months to that effect, accompanied by such information concerning the circumstances of the resignation as shall in the opinion of the Exchange be necessary for it to determine whether the effective date of the resignation should be postponed or whether any measures are necessary for the protection of investors who may be clients of the TREC at the time when the resignation will take effect.

(2) A copy of the notice shall be posted on the notice board of the Exchange and the trading system. The TREC holder must satisfy all obligations to the Exchange, other TREC holders and to clients to an extent considered reasonable by the Exchange, before the resignation will be accepted.

(3) The Board may refuse to accept a notice of resignation given by a TREC holder, or reject such a notice after it has been served but prior to its taking effect, if:

a. The Exchange considers that any matter affecting such TREC holder should be investigated under the disciplinary procedures or for any other reason, or
b. The Exchange considers that it is desirable that a prohibition or requirement should be imposed on such TREC holder under the Exchange's powers or that any prohibition or requirement already imposed should continue in force.

12. Other Conditions

(1) No person shall hold more than one TREC of the Exchange at a time.

(2) The TREC issued by the Exchange, shall not be pledged or charged with any other encumbrance.

(3) Any change in the senior management including compliance officer of a TREC holder shall be notified to the Exchange within 3 (three) working days.

(4) Any change in the shareholding structure resulting in change of control, directly or indirectly, shall require prior approval from the Exchange.

(5) The management of the Exchange shall notify its decision under sub-regulation (4) within 5 (five) working days of receipt of application from TREC holder, non-response from the management shall deem to be same as approval.

(6) Any transfer of shares of any TREC holder falling under sub-regulation (4) without the approval of the Exchange shall be void.

(7) A TREC holder shall at all times comply with the Act and Rules issued by the BSEC and with Regulations issued by the Exchange.

(8) A TREC holder shall be responsible for all acts done, or omitted to be done, by its directors or employees or agents in the name of the TREC holder.

(9) A TREC holder shall ensure that all its employees are suitably and adequately trained, qualified as necessary and properly supervised and, where appropriate, authorized.

(10) A TREC holder shall ensure at all times on a continuing basis that it complies with the requirements set out in Regulation 5.
PART III
TRADER CERTIFICATE

13. Trader Certificate

(1) No person shall be allowed to act as a Trader unless he obtains a Trader Certificate issued by the Exchange in accordance with these Regulations.

(2) All authorized representatives having in possession of valid registration certificates issued by BSEC shall be issued with a fresh Trader Certificate by the Exchange within 90 days of the demutualization date.

(3) An applicant applying for a new Trader Certificate must have the following qualifications:

(i) be a citizen of Bangladesh;
(ii) aged 21 years or more;
(iii) graduation from any recognized university from Bangladesh or abroad;
(iv) must possess the "Fit and Proper" criteria as may be prescribed by the Exchange/BSEC from time to time;
(v) has not been convicted by any court for moral turpitude; and
(vi) any other qualification as may be notified by the Exchange from time to time.

(4) The Exchange may require an applicant for TC as well as existing TC holders to undergo such training program as determined by the Commission or the Exchange.

(5) An application for issuance of Trader Certificate shall be submitted in accordance with Form-B.

14. Powers of the Exchange to Issuance, Suspension and Cancellation TC

(1) Issuance of TC: The Exchange shall issue TC subject to terms and conditions as specified in the certificate with the power to renew, suspend and cancel.

(2) Suspension of TC: The CRO shall have the power to suspend operation of any TC as it may deem fit and proper at anytime without any prior notice. However, duration of a suspension order shall not exceed 14 days at a time, unless extended till such date as may be decided by CRO, with intimation to MD/CEO.
14. Duration and Renewal of TC

Unless otherwise provided by the Exchange, every TC issued under these Regulations shall be valid for a period of one year from the date of issuance with a provision for renewal subject to payment of renewal fees as provided hereunder.

15. Transfer of TC

Any TC issued under these Regulations shall not be transferable.

16. Association of TC with TREC

(1) A TC holder must be associated with any TREC holder in order to be eligible for performing trading activities.

(2) Any TC holder may apply for release from any TREC holder subject to providing at least 60 (sixty) days notice to the TREC holder.

(3) Any TREC shall inform the Exchange regarding granting of release of the TC within the 60 (sixty) days notice period. Failure to grant release to a TC by a TREC Holder without showing any acceptable cause to the Exchange will result in automatic release of the TC followed by appropriate actions taken by the Exchange.
PART IV
MISCELLNEOUS

17. Maintenance of Record and Books of Account

(1) Every TREC holder must maintain information, record and books of account in electronic form in accordance with the Broker Dealer Rules as amended from time to time.

(2) Every TREC holder shall submit particulars of substantial shareholders, directors and senior management employees including MD/CEO, CFO/head of accounts, CTO/head of IT, company secretary, compliance officers, TC holder immediately any change occurs.

18. Fees

(1) Every TREC holder shall be liable to pay Taka 1,00,000.00 (one lac) as fee for obtaining Trading Right Entitlement Certificate (TREC) and Taka 50,000.00 (fifty thousand) for renewal thereof.

(2) Every TC holder shall be liable to pay Taka 10,000.00 (ten thousand) as fee for obtaining Trader Certificate (TC) and Taka 5,000.00 (five thousand) for renewal thereof.

19. Fine and Penalties

The Exchange shall have the authority to impose fine and penalty in exercise of its power of suspension and cancellation of TREC or TC as the case may be.

20. Register of TREC and TC Holders

The Exchange shall maintain separate registers for each class of certificate holders namely TREC and TC.

By order of the Board of Directors

PROFESSOR DR. SWAPAN KUMAR BALA, FCMA
Managing Director
Dhaka Stock Exchange Limited.
SCHEDULE — 1

FORMS

1. TREC Application:

Form - A

[Regulation 6(4)]

To,

Managing Director
Dhaka Stock Exchange Limited
9/F Motijheel C/A
Dhaka 1000

Application for Trading Right Entitlement Certificate (TREC)

1. Name of Applicant Company :

2. Address of Applicant Company :

   [Dhaka Stock Exchange Limited (DSE) shall be notified in writing within three days of change in address, if any]

3. Legal Status of the Applicant :

4. Name of Authorized Signatory :

   Designation :

   Contact Phone Number :

   Mobile Number :

   Email Number :

5. Applicant Company’s Contact No. :

   FAX Number :

   Email Address :

6. Name of MD/CEO :

   Contact Phone Number :

   Mobile Number :

   Email Address :
7. Experience in Capital Market :
   [Please include both local and foreign experiences. Enclose separate sheet if necessary]

8. Current Paid-up capital :
   Current Net Worth (Audited) :
   Total Reserves :

9. Business Plan as TREC Holder :
   [Enclose separate document]

10. Legal Disclosures :
    [Enclose undertakings on legal disclosure for all Directors and any Corporate owner]

11. Bio Data of
    All Directors : Annexure Number:——
    MD/CEO : Annexure Number:——
    CFO/Head of Accounts : Annexure Number:——
    Compliance Officer : Annexure Number:——
    IT Head/Officer : Annexure Number:——

12. Number of Employees :

13. Other Information :

I declare that all the information given above, on behalf of the company I represent, are correct to the best of my knowledge.

Date: ________________

Authorized Signatory’s Signature
Name: ______________________

Documents to be enclosed:
(a) Certificate of Incorporation
(b) Memorandum and Articles of Association
(c) A copy of Board Resolution regarding the Authorization of Signatory
(d) Copy of Corporate TIN and VAT Registration
(e) Copy of Assessment Orders by Income Tax Authority for at least last three Assessment Years

(f) CIB Undertaking for all Directors and any corporate owner

(g) Audited Financial Statements for at least last three years

(h) Statement of Involvement of Directors with Listed Companies, Existing TREC Holder, Merchant Banks, Asset Management Companies etc.

(i) RJSC Certified copy of the latest Schedule X of applicant company

(j) Application Fee (as determined by DSE) in pay order favoring “Dhaka Stock Exchange Limited”

(k) Any other document as required by DSE.

2. TC Application

Form−B

[Regulation 13(5)]

To
Managing Director
Dhaka Stock Exchange Limited
9/F Motijheel C/A
Dhaka 1000

Application for Participating in the Trader Certificate Program

1. Name of Applicant :

2. Address of Applicant :

3. Highest Educational Certificate :

4. Contact Number: Mobile Number :
   Email Address :

5. Experience in Capital Market :
   [Please include both local and foreign experiences. Enclose separate sheet if necessary]

6. BO Account (if any) :

7. Legal Disclosures :  
   [Enclose an undertaking in prescribed format of DSE]

8. Bio Data :  Annexure Number: ________

9. Other Information :
   I declare that all the information given above are correct to the best of my knowledge.

   Date: _______________    __________________________
   Signature
   Name: ___________________________

Documents to be enclosed:

(a) Attested copies of all academic certificates
(b) Copy of National ID / Passport
(c) Statement of Involvements with Listed Companies, Existing TREC Holders, Merchant Banks, Asset Management Companies etc.
(d) Application Fee (as determined by DSE) in pay order favoring “Dhaka Stock Exchange Limited”
(e) Any other document as required by DSE.