

[Subsidiary] Securities Industry (Registration of Issuer and Securities) Regulations

Reg, 10/2002

THE SECURITIES INDUSTRY (REGISTRATION OF ISSUER AND SECURITIES) REGULATIONS

made under sections 126(1) and 126(7)

ARRANGEMENT OF REGULATIONS

Citation.

1. These Regulations may be cited as the Securities Industry (Registration of Issuers and Securities) Regulations

Registration statement of issuer. First Schedule.

2. (1) A registration statement required to be filed by a reporting issuer with the Council under section 56(1) or (2) of the Act shall be in the Form set out in the First Schedule.

(2) A registration statement filed by a reporting issuer under paragraph (1) shall be accompanied by –

- (a) a copy of its articles of incorporation and by-laws;
- (b) copies certified by a director of the reporting issuer to be true copies of its last balance sheet and last profit and loss account; and
- (c) a copy of the auditors' report on the \financial statements referred to in subparagraph (b).

(3) For the purposes of section 56(2) of the Act the registration statement shall be filed at least twenty eight days prior to the date of issue of the securities.

Registration statements of securities. Second

3. (1) A registration statement required to be filed with the Council under section 57(1) of the Act in respect of a public issue of securities, or the listing of securities with any self-regulatory organization, shall be in the form set out in the

Schedule. Second Schedule.

(2) In the case of a registration statement filed by a reporting issuer under paragraph (1), the registration statement shall be accompanied by—

- (a) a copy of its articles of incorporation and by-laws;
- (b) copies certified by a director of the company to be true copies of the last balance sheet and the last profit and loss account;
- (c) a copy of the auditors' report on the financial statements referred to in subparagraph (c);
- (d) the prescribed fee; and
- (e) in the case of a reporting issuer who proposes to issue securities to the public, a prospectus conforming with the requirements of Part IV of the Act.

Registration fees.

4. The following registration fees shall be paid to the Council on the filing of a registration statement under section 57—

- (a) in the case of the registration statement of existing securities which are to be listed with a self-regulatory organization, the sum of one hundred thousand dollars;
- (b) in the case of the registration statement of securities where the securities are to be issued by a reporting issuer pursuant to a prospectus in connection with a public offer,

[Subsidiary] Securities Industry (Registration of Issuer and Securities) Regulations

at the rate of zero point one per cent of the total capital to be raised subject to a minimum payment of five hundred thousand dollars and to a maximum payment of five million dollars; or

- (c) in the case of the registration statement of securities where the securities are to be issued by a Government entity, at the rate of zero point zero five per cent of the total capital to be raised subject to a minimum payment of two hundred and fifty thousand dollars and to a maximum payment of two million five hundred thousand dollars.

Public inspection.

5. The information contained in or filed with a registration statement shall be open to inspection by members of the public during usual office hours at the Office of the Council on payment of the fee of five hundred dollars.

reg. 2

FIRST SCHEDULE

REGISTRATION STATEMENT OF REPORTING ISSUER

- 1. Name of reporting issuer as stated in its Articles of Incorporation.....
- 2. Registered Company No.....
- 3. Names and addresses of members of the board of directors of the reporting issuer.....
- 4. Address and telephone number of reporting issuer's principal place of business.....
- 5. Type of securities issued by reporting issuer.....

LAWS OF GUYANA

276 Cap. 73.04

Securities Industry

[Subsidiary]

Securities Industry(Registration of Issuer and Securities) Regulations

6. Amount or value of each type of security as at the date of this Registration Statement.....

7. If securities are proposed to be issued to the public-

(a) the type of security.....

(b) the proposed maximum offering price per unit of security.....

(c) the proposed maximum aggregate offering price.....

(d) the approximate date of commencement of proposed sale to the public.....

8. Name, address and telephone number of agent for service of documentation.....

9. Any other information.....

10. Dated

11. Signed

(to be signed by the principal executive officer and at least one director of the reporting issuer)

reg. 3

SECOND SCHEDULE

REGISTRATION STATEMENT OF SECURITIES

1. Name of issuer as stated in its Articles of Incorporation/Constituent instrument.....

2. Registered Company No. (if applicable).....

[Subsidiary] Securities Industry (Registration of Issuer and Securities) Regulations

3. Names and addresses of members of the governing board of the issuer.....

4. Address and telephone number of issuer's principal place of business

5. In the case of existing securities proposed to be listed with a self-regulatory organisation, the type, and the amount or value of each type, of security issued as at the date of this Registration Statement and to be listed.....

6. In the case of securities proposed to be issued to the public –

(a) the type of security.....

(b) the proposed maximum offering price per unit of security.....

(c) the proposed maximum aggregate offering price.....

(d) the approximate date of commencement of proposed sale to the public.....

7. Name, address and telephone number of agent for service of documentation.....

8. Amount of registration fee.....

9. Any other information.....

10. Dated.....

11. Signed.....

(to be signed by the principal executive officer and at least two directors in the case of a reporting issuer, and by the underwriter or designated agent in the case of a Government entity)
