



‘Ensuring Investor Protection’

SECURITIES AND EXCHANGE COMMISSION

SECURITIES INDUSTRY (REGISTRATION OF SECURITIES) GUIDELINES

SEC/GUI/002/02/2023

1.0. Preamble

These Guidelines are issued by the Securities and Exchange Commission (hereinafter referred to as “the SEC”) pursuant to sections 145 and 209 of the Securities Industry Act, 2016 (Act 929) as amended for the registration of securities issued to the public.

2.0. Scope of application

- (1) These Guidelines shall apply to issuers of securities to the public and issuers who have not issued securities to the public but intend to have their securities traded on a licensed Over-The-Counter market.
- (2) Where the Commission agrees to waive the full application of any part of these Guidelines, it shall issue a directive specify alternative measures in place of full application of the Guidelines.
- (3) Where any doubt arises about the meaning of any provision contained in these Guidelines and any other Guideline issued by the Commission, the same shall be referred to the Commission and the interpretation provided by the Commission shall be final.

3.0 Registrable Securities

- (1) A public company, closed-end collective investment scheme, statutory body, local government authority and any other organization that issues securities to the public shall register its securities with the Commission on terms and conditions prescribed by these Guidelines.
- (2) A security of an issuer mentioned in (1) above shall not be listed on a securities exchange or transferred, sold or offered for sale to the public on any secondary market without the prior registration of the security with the Commission.
- (3) Notwithstanding paragraph 3 (1) above, issuers who have not issued securities to the public but intend to have their securities traded on a licensed Over-The -Counter market shall have their securities registered with the Commission on the terms and conditions prescribed in these Guidelines.

4.0 Registration Requirements

- (1) An issuer required to register its securities with the Commission in accordance with these Guidelines, shall do so by filing an application with the Commission as specified in Schedule 1 of these Guidelines and accompanied by—
 - a) a resolution of the governing body or the Board of Directors for the registration of the securities.
 - b) two certified true copies of the constitution including amendments
 - c) a certified true copy of certificate of incorporation.
 - d) an official search report issued by the Registrar of Companies not more than 14 days old, disclosing corporate information on the company and any other information that may be specified by the SEC.
 - e) a copy of annual report for the preceding five (5) years or number of years for which the issuer has been in operation, (if less than five (5) years) disclosing the following information:
 - i. audited financial statements or audited statement of affairs (in the case of a new company; the latest audited accounts shall not be more than fifteen months old;
 - ii. date of incorporation;
 - iii. authorized shares;
 - iv. issued shares;
 - v. stated capital;
 - vi. profile of directors;
 - vii. profile of management staff;
 - viii. a summary of the objectives and business of the company;
- (2) The issuer shall indicate the market where its securities are to be traded (OTC or Exchange), where applicable.
- (3) The application shall in addition contain information to indicate the type and general character of the securities including the following:
 - a) a brief description of the securities
 - b) in the case of debt instruments
 - i. the rate of interest, the date of maturity or if the issue matures severally, a brief indication of the serial maturities;
 - ii. if the payment of principal or interest is contingent, an appropriate indication of such contingency, a brief indication of the priority of the issue and if convertible, a statement to that effect;
 - iii. any other indebtedness of the issuer including any assets assigned as collateral for any debt instruments holdings of directors, officers and underwriters if any, and each security holder of record, holding more than 5 percent of any class of securities in the company
 - c) information on any other security that has an impact on the security being registered.
 - d) Any other material information the SEC may require.
- (4) A copy of the Statement-in-lieu of Prospectus filed with the Office of the Registrar of Companies, in accordance with Section 303 of the Companies Act, 2019 (Act 992).
- (5) A report on the valuation of the security to be traded on the OTC.

5.0 Cancellation or redemption of securities

An issuer of public securities registered with the Commission shall inform the Commission within twenty-one days of the cancellation or redemption of securities with evidence of the cancellation or redemption.

7.0 Registration Fee

- (1) At the time of filing, the issuer shall pay to the Commission 0.015% of the book value of the securities.
- (2) Securities that have received prior SEC approval for issuance and are listed on a licensed securities exchange shall be exempted from registration fees.

8.0 Sanctions for Non-Compliance:

- (1) where a person breaches or fails to comply with a code, directive, guideline or circular issued by the Commission, the Commission may
 - a) take action set out in Section 118, 122 or 123 of the Act;
 - b) impose an administrative penalty of not less than fifty penalty units and not more than twenty thousand penalty units; or
 - c) apply paragraphs (1) (a) and (b) above where the Commission considers necessary.
- (2) the Commission may, in addition to the actions taken above, impose any administrative penalty that the Commission considers necessary or take any other remedial action that the Commission considers appropriate in the interests of protecting investors and the integrity of the securities market.
- (3) where the breach or non-compliance constitutes a criminal offence under any part of the Act or the Regulations, and the accused voluntarily makes an offer of compensation or restitution and reparation in writing to the Commission, the Commission shall, without instituting criminal proceedings under section 207 of the Act, settle the offence in accordance with this section.
- (4) sections 206 and 209 (6) to (12) of the Act shall also apply in addition to the above in dealing with offences.

9.0 Definitions

“**The Act**” means the Securities Industry Act, 2016 (Act 929) as amended;

“**Body corporate**” includes an incorporated body under the Incorporated Private Partnership Act, 1962 (Act 152);

“**Issuer**” means a person or any other entity that issues, has issued or is going to issue securities;

“**Invitation to the public**” has the meaning assigned to it in the Companies Act, 2019 (Act 992) as amended

“**prospectus**” means any prospectus, notice, circular, material, advertisement, publication or other invitation offering to the public (or any section of the public however selected) for subscription or purchase any shares or debentures of an issuer;

“**Securities**” include

- a) Shares or debentures within the meaning of the Companies Act, 2019 (Act 992)
- b) Loan instruments of a company;
- c) Bonds or other loan instruments of the Government or the Government of any other country;
- d) Bonds or other loan instruments of a corporation established under an enactment;
- e) Rights or interest whether described as units or otherwise under any unit trust;
- f) Warehouse receipts;
- g) A right or option in respect of any shares, debentures, bonds or notes;
- h) Commodities futures, contracts, options or other derivatives;
- i) Derivatives as defined under the Act; and
- j) Any other instruments as the Minister may by notice in the Gazette prescribe upon the recommendation of the Commission;

SCHEDULE 1

FORM C

APPLICATION FOR THE REGISTRATION OF SECURITIES

1. _____
(Exact name of issuer/registrant)

2. _____ / _____
(Country of incorporation) (Tax Identification Number)

3. _____
(Industry Classification)

4. Are you listed? _____(Yes/No). If yes, date listed _____

5. _____
(Address of principal place of business/GPS address)

6. _____
(Issuer/Registrant's telephone number and email address)

7. Securities to be registered pursuant to Section 145 of the Securities Industry Act 2016 (Act 929): Please attach a separate sheet if space is not sufficient.

Title of each class to be so registered	No of Shares	Date issued	Name of exchange on which class is listed
_____ / _____	_____ / _____	_____ / _____	_____ / _____
_____ / _____	_____ / _____	_____ / _____	_____ / _____
_____ / _____	_____ / _____	_____ / _____	_____ / _____

8. In the case of Preference Shares, indicate the following (where applicable)

Class of shares	No. in issue	Date	Dividend Rate	Maturity Date
/	/	/	/	/
/	/	/	/	/
/	/	/	/	/
/	/	/	/	/

9. In the case of Debt instruments, indicate the following (where applicable)

Tranche No.	Size	Date	Coupon Rate	Maturity Date
/	/	/	/	/
/	/	/	/	/
/	/	/	/	/
/	/	/	/	/

10. Name of Registrar _____

11. Name of Central Securities Depository _____

12. Name of Auditor _____

13. Financial year-end of registrant _____/_____(Day/Month)

14. Please list all members of the board of directors, their status of membership and appointment dates. Please attach a separate sheet if the space is not sufficient.

i. _____/_____
Name Executive/Non-Executive Date

ii.	_____ / _____ /
	Name Executive/Non-Executive Date
iii.	_____ / _____ /
	Name Executive/Non-Executive Date
iv.	_____ / _____ /
	Name Executive/Non-Executive Date
v.	_____ / _____ /
	Name Executive/Non-Executive Date

15. Indicate the holdings of all directors, officers, underwriters and other persons affiliated to the entity

Name of Person	Holdings in:		
	Ordinary shares	Preference shares	Debt instruments

16. Name of Company Secretary

17. Name of Solicitors

SIGNATURE

Pursuant to the requirements of Section 145 of the Securities Industry Act of 2016, (Act 929) the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized. *The signatory shall be only the Managing Director (or equivalent designated officer).*

(Name)

(Signature)

Date: _____

SECURITIES AND EXCHANGE COMMISSION

No: SEC/SRC/XXX/YY

SHARE REGISTRATION CERTIFICATE

This is to certify that [**Issuer**] has on this day [**dd/mm/yy**] registered [**number of shares**] [**class of shares**] with the Securities and Exchange Commission.

Given under the Seal of the Commission on this **XX** day of **MM/YYYY**

Director-General

Board Secretary