

TTSEC PROPOSED AMENDMENTS TO SECURITIES ACT, 2012

Clause	Extent of Amendment
4(1)	<p>“approved foreign issuer” means a foreign issuer—</p> <p>(a) that is at the relevant date the equivalent of a reporting issuer under the securities laws of a designated foreign jurisdiction;</p> <p>(b) that has been for the three years immediately preceding the relevant date the equivalent of a reporting issuer under the securities laws of a designated foreign jurisdiction; and</p> <p>(c) that is subject to foreign disclosure requirements.;</p> <p>(d) that has a class of securities listed for trading on a recognized securities exchange in a designated foreign jurisdiction;</p>
4(1)	<p>“branch office” means an office or place of business, whether in Trinidad and Tobago or elsewhere, where a registrant registered under section 51(1) of the Act conducts all or any part of its business for which registration is required under the Act, other than its principal place of business in Trinidad and Tobago, but does not include an office established solely for the purpose of:-</p> <p>(a) promoting the services of the registrant; or</p> <p>(b) performing back office operations for the registrant.</p>
4(1)	<p>“distribution” means a trade—</p> <p>(e) by an underwriter, acting as underwriter, in previously issued securities which were purchased from the issuer by such underwriter less than six months prior to such trade;</p> <p>(c) by an underwriter, acting as underwriter, in previously issued securities where such securities:</p> <p>(i) were not registered pursuant to this Act; and</p> <p>(ii) were purchased from the issuer by such underwriter less than six months prior to such trade;</p> <p>or</p>
4(1)	<p>“limited offering” means a distribution by a government entity or private issuer where—</p> <p>(a) following the completion of such distribution, the number of security holders of the issuer is not</p>

	<p>greater than thirty-five persons exclusive of senior officers and employees or former senior officers and employees of the issuer and its affiliates;</p> <p>(b) the constituent documents of the distribution contain provisions restricting the aggregate number of security holder of the issue to thirty-five persons or less; and</p> <p>(c) no selling or promotional expenses are paid or incurred in connection with the distribution except for professional services or services provided by a registrant under section 51(1),(2), or (5); and</p> <p>(d) no general solicitation or advertising to market the securities is used</p>
<p>4(1)</p>	<p>“market actor” means-</p> <p>(a) a registrant;</p> <p>(b) a person exempted under this Act from the requirement to be registered;</p> <p>(c) senior officer, or promoter of a reporting issuer;</p> <p>(d) a custodian, trustee, sponsor, manager, administrator or such other persons performing similar functions for of assets, shares or units of a collective investment scheme;</p> <p>(e) a self-regulatory organization;</p> <p>(f) a designated rating organization;</p> <p>(g) a transfer agent for securities of a reporting issuer;</p> <p>(h) a registrar for securities of a reporting issuer;</p> <p>(i) the partner of a market actor;</p> <p>(j) a contingency fund required under Part III of this Act;</p> <p>(k) a settlement assurance fund required under Part III of this Act;</p> <p>(l) a securities market;</p>

	<p>(m) a clearing agency; or</p> <p>(n) an auditor of a registrant or self-regulatory organization;</p> <p>(o) a substantial shareholder of an entity registered under section 51(1); or</p> <p>(p) any other person or member of a class of persons prescribed to be a market actor;</p>
4(1)	<p>“private issuer” means an issuer—</p> <p>(c) that does not engage in the business of trading in securities or raising distribute securities in the securities market on a frequent basis; and</p>
4(1)	<p>“self-regulatory organization” means—</p> <p>(a) a clearing agency;</p> <p>(b) securities exchange;</p> <p>(c) an association of market actors registered or required to be registered under this Act; or</p> <p>(d) such other entity, that sets standards for or monitors the conduct of its members or participants relating to, trading in, or advising on securities;</p> <p>that sets standards for or monitors the conduct of its members or participants relating to, trading in, or advising on securities;</p>
4(1)	<p>“sponsored broker dealer” means an individual who is registered under section 51(5) to conduct business in securities in Trinidad and Tobago on behalf of a broker-dealer (or the equivalent or similar) who is registered under the securities legislation of a designated foreign jurisdiction;</p> <p>“sponsored investment adviser” means an individual who is registered under section 51(5) to provide investment advice in Trinidad and Tobago on behalf of an investment adviser (or the equivalent or similar) who is registered under the securities legislation of a designated foreign jurisdiction;</p>
4(1)	<p>“underwriter” means a person who—</p> <p>(a) as principal, agrees to purchase a security for the purpose of a</p>

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	<p>distribution;</p> <p>(b) as agent, offers for sale or sells a security in connection with a distribution; or</p> <p>(c) participates directly or indirectly in a distribution described in paragraph (a) or (b) for valuable consideration, but does not include—</p> <p>(i) a person whose interest in the transaction is limited to receiving the usual and customary distribution or sales commission payable by an underwriter or issuer; or</p> <p>(ii) a company that purchases shares of its own issue and resells them; and</p>
6(e)	<p>(e) conduct such inspections, reviews and examinations of self-regulatory organizations, broker-dealers, registered representatives, underwriters, issuers and investment advisers as may be necessary for giving full effect to this Act;</p>
7(1)(d)	<p>7. (1) For the purpose of the discharge of its functions, the Commission has power to—</p> <p>(d) monitor the solvency of registrants that are entities, securities markets and self-regulatory organizations and take measures to protect the interest of investors where the solvency of any such person is in doubt;</p>
8(7)	<p>(7) The Commission may, on its own motion, review a decision made by a delegatee and where it intends to do so, the Commission shall, within thirty days of the decision, notify the delegatee and the person directly affected by the decision of the date, time and venue of the hearing to review the decision.</p>
8(7)	<p>(7) Subject to section 160, A person aggrieved by a decision of a delegatee may, within fourteen days of the decision, apply to the Commission for a review of that decision.</p>

<p>10</p>	<p>(1) Subject to subsection (6) the Commission shall consist of no more than nine nor fewer than five individuals (hereafter referred to as Commissioners), including—</p> <p style="padding-left: 40px;">(a) an attorney-at-law of at least ten years standing; and</p> <p style="padding-left: 40px;">(b) a representative senior officer from the Ministry of Finance.</p> <p>(2) The President shall appoint all the Commissioners and shall appoint one of their number to be its Chairman and another to be its Deputy Chairman.</p> <p>(3) The Commissioners, other than those referred to in subsection (1)(a) and (b), shall be selected from among persons who have—</p> <p style="padding-left: 40px;">(a) been awarded degrees or professional qualifications; and</p> <p style="padding-left: 40px;">(b) have a minimum of five years post-graduation experience, in law, finance, business, economics, accounting, securities, investment or management.</p> <p>(3A) The Minister shall appoint a Deputy Chairman.</p>
<p>11(1)</p>	<p>(1) A person shall not be appointed or continue as Commissioner if he—</p> <p style="padding-left: 40px;">(a) is an employee or senior officer of a registrant that is an entity or self-regulatory organization;</p> <p style="padding-left: 40px;">(g) contravenes this Act.</p> <p style="padding-left: 40px;">(g) has been a senior officer of a company in the ten years immediately preceding a winding-up order being made by a court in respect of that company, or the date that the company has been placed in receivership;</p> <p style="padding-left: 40px;">(h) has been a senior officer of a former registrant or self-regulatory organization whose registration has been revoked, unless such revocation was due to-</p>

	<p align="center">(i) Its amalgamation with another registered registrant;</p> <p align="center">(ii) Its voluntary winding up</p> <p align="center">(i) contravenes this act.</p>
11(2)(b)	<p>the person has beneficial ownership of, or control or direction over:</p> <p align="center">(i) more than ten per cent of the outstanding equity or voting securities of a registrant registered under 51(1); or</p> <p align="center">(ii) five per cent of the outstanding equity or voting securities of a reporting issuer, except as a trustee of a trust.</p>
18(4)	<p>18. (1) A Commissioner or any other person attending a meeting of the Commission who is in any way, whether directly or indirectly, interested in a matter before the Commission shall declare his interest to the Commission and absent himself during the deliberations concerning the matter in respect of which he his declaration declared of an interest interests.</p> <p>(2) The Commission, excluding the Commissioner whose interest is being considered, shall determine whether this interest is sufficiently material so as to constitute a conflict of interest.</p> <p>(3) In the event that the Commission finds that the interest is such as to constitute a conflict of interest, the Commissioner or any other person attending a meeting of the Commission shall not take part in any deliberations or vote on that matter, and shall absent himself during such deliberations.</p> <p>(4) For the purposes of this section, a Commissioner or any other person attending a meeting of the Commission shall be deemed to have an interest in a matter if he, or his nominee, is a security holder or partner in, or a senior officer of an entity having an interest or being that is directly or indirectly involved in a matter before the Commission.</p>
20(1)	<p>The Commission shall within four months of the end of its financial year send an annual report of its activities which shall include its annual audited financial statements to the Minister who shall cause it to be laid in Parliament within one month of receipt of the report.</p>
22(2)	<p>(2) The Minister shall approve the terms and conditions of appointment of the chief executive officer.</p>
33(1)	<p>33. (1) The Commission shall make all documents or instruments required to be filed with it under the Act available for public</p>

	inspection during the normal business hours of the Commission, subject to such conditions as the Commission may require, unless—
33 (1)	<p>(1) The Commission shall make all documents or instruments required to be filed with it under Parts III to VI of the this Act available for public inspection during the normal business hours of the Commission, subject to such conditions as the Commission may require, unless—</p> <p>(a) the Commission determines that disclosure would not be in the public interest the disclosure of the information under this section would be contrary to the public interest by reason that the disclosure would be reasonably likely to impair the ability of the Commission to obtain similar information in the future.; or</p> <p>(b) the information is exempt from disclosure under any other written law; or</p> <p>(c) the Court directs otherwise.</p> <p>(2) Subject to subsection (1), the Commission may also make all documents or instruments filed with it under Parts III to VI of this Act available to the public by posting such documents to the Commission’s website.</p> <p>(3) Notwithstanding subsections (1) and (2) the Commission may hold in confidence all or part of a document or instrument referred to in subsection (1) if it considers that—</p> <p>(a) a person whose information appears in the document or instrument would be unduly prejudiced by disclosure of the information; and</p> <p>(b) the privacy interest of the person outweighs the public interest in having the information disclosed.</p> <p>(4) Where a document required to be disclosed under this section contains information that is exempt from public disclosure, the Commission shall, except where impracticable, cause to be prepared a corresponding document, altered only to the extent necessary to exclude the exempt information.</p>
44	Marginal change: Filing of copy of decision with Commission Decisions of a self-regulatory organization
44(2)	(2) subject to section 160 A person aggrieved by an order of a self-regulatory organization made under section 43(2), (3) or (4) may apply to the Commission for a review of that decision appeal to

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	the Commission any such decision within fourteen days of receipt of the decision.
44(3)	(3) On an appeal or a review of a decision of a self-regulatory organization made under section 43(2), (3) or (4) the Commission shall affirm the decision if it finds that— (a) the decision is in accordance with the rules of governance of the self-regulatory organization and this Act; and (b) the rules of governance of the self-regulatory organization and this Act were applied in a manner that furthers the objectives specified in section 39 and the purposes of this Act.
44(5)	(5) On an appeal or a review of an order of a self-regulatory organization disciplining a member or an employee of a member, the Commission may— (a) affirm or modify the sanction imposed if it finds that the person disciplined contravened the rules of governance of the self-regulatory organization or this Act; (b) set aside the sanction imposed if it does not so find; or (c) remand the matter to the self-regulatory organization for further proceedings.
44(6)	(6) On an appeal or a review referred to in subsection (5), the Commission may set aside or modify the sanction imposed if it finds that it restrains competition to an extent not necessary to achieve the objectives specified in section 39(1), (2) or (3).
44(7)	(7) An order decision made by the Commission under subsection (5) or (6) setting aside or modifying a sanction does not affect the validity of any action taken by the self-regulatory organization as a result of the sanction before the order was made, unless the action contravened this Act or the rules of governance of the self-regulatory organization.
45	(1) No securities exchange shall de-list a security admitted for quotation by it, unless it pays the prescribed fee and obtains an order from the Commission, authorizing the de-listing and imposing, for the protection of investors, such conditions as the Commission thinks fit.
45(2)	(2) The Commission may refuse to authorize the de-listing of a security where the de-listing is in breach of— (a) the rules of governance of the self-regulatory organization securities exchange ; (b) an agreement entered into by the issuer of the security with the

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	self regulatory organizations securities exchange ; or (c) the rights of investors.
49(1)	(1) Subject to subsection (4), any person who is aggrieved by any act or omission of a self-regulatory organization, the board or a member of a self-regulatory organization, or any other market actor person required to be registered pursuant to this Act , may lodge a written complaint in respect thereof with the Commission.
49(4)	(4) The Commission may, following receipt of a complaint made under subsection (1), make such order as it thinks just, including an order for the payment by the self-regulatory organization, the member of the self-regulatory organization or the market actor person required to be registered pursuant to this Act , as the case may be, of any sum by way of restitution or as compensation for any loss suffered by the complainant.
51(2)	Subject to section 53(2), an individual who is a senior officer, agent or employee of a person an entity required to be registered under subsection (1) and who engages in any act, action or course of conduct in connection with, or incidental to , the class of business activities for which a person an entity registered under subsection (1) is engaged, shall register as a registered representative in the prescribed category, subject to such terms and conditions as the Commission may determine.
51(5)	(5) Notwithstanding subsections (1) and (2), a sponsored broker-dealer or sponsored investment adviser may carry on business, or hold himself out as, or engage in any act, action or course of conduct in connection with, or incidental to, the business activities of a broker-dealer or investment adviser for a period not exceeding an aggregate of thirty ninety days in any one calendar year, where such sponsored broker-dealer or sponsored investment adviser is registered in the manner prescribed.
51(6)	51. (6) No self-regulatory organization registered under this Act shall admit to membership or grant a licence to any person who is not a registrant under subsection (1) or (2).
51(7)	51. (6) Subject to section 56(1) , the registration of a person as a registrant under subsection (1) or (2) shall be valid for a period of

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	one year from the date of registration, and subject to this Act, the Commission may renew the registration of a person annually. On the payment of the prescribed fee and on compliance with such other requirements as may be prescribed.
52(1)	Subject to subsections (2) and (3) where an applicant for registration under section 51 (4) or for renewal or reinstatement of such registration—
53(2)	(2) A person who is deemed to be registered under subsection (1) shall comply with the registration requirements of section 51(1) or (2) as the case may be, within twelve months from the date of the coming into force of the General By-laws issued pursuant to this Act and shall, until the earlier of the expiry of such twelve-month period and the date such person obtains registration under section 51(1) or (2) as the case may be, be permitted to continue performing the functions that such person was authorized to perform under the former Act.
54	(3) A financial institution or a registrant under section 51(1) is deemed approved by the Commission for the purposes of subsection (1) upon notification in writing to the Commission that it has become a substantial shareholder of a registrant under section 51(1). (8) A person who is a substantial shareholder of a registrant under section 51(1) on the coming into force of this Act is deemed approved by the Commission for the purposes of subsection (1). (9) A person who is a substantial shareholder shall notify the Commission in writing of any change in excess of five per cent of the total issued capital of the registrant under section 51(1).
61(4)(a)	Subsection (1) shall not apply to where the distribution is — (a) a limited offering provided that the issuer: files a post distribution statement in accordance with section 84; or (i) notifies the Commission in writing of the commencement date of the distribution within ten days of the first distribution of

	<p align="center">securities, and</p> <p align="center">(ii)files a post distribution statement in accordance with section 84; or</p>
61(4)(b)	<p><i>(b)</i> a limited offering made to a person who—</p> <p align="center">(i) is a senior officer or partner of the issuer;</p> <p align="center">(ii) is directly involved in the business of the issuer;</p> <p align="center">(iii) is an associate or relative of the issuer within the meaning of subsection (a), (b) and (c) of the definition of “associate”;</p> <p align="center">(iv) relative of a person referred to in subsection (i);</p> <p align="center">(iv)(v) is a shareholder of the issuer; or</p> <p align="center">(v)(vi) meets such other conditions as may be prescribed.</p> <p>and each of the foregoing distributions in subsection (b) shall not be required to file a post distribution statement under section 84.</p>
62(2)	<p>(c) in the case of a collective investment scheme established as a trust, by the duly authorized representative of the trustee or such other person as the Commission may approve.</p>
62(9)(a)	<p>(9) Subsection (1) shall not apply to—</p> <p align="center"><i>(a)</i> a limited offering provided that the issuer: files a post distribution statement in accordance with section 84; or</p> <p align="center">(i)notifies the Commission of the commencement date of the distribution within ten days prior to the first issuance of securities pursuant to the distribution; and</p> <p align="center">(ii)files a post distribution statement in accordance with section 84; or</p>

<p>64(1)(c)</p>	<p>within seven days of the occurrence of the material change file a copy of the notice published in subsection (1) (b) with the Commission.</p>
<p>64(2)</p>	<p>(2) Subject to subsection (3), subsection (1) shall not apply where the reporting issuer is of the opinion that—</p> <p style="padding-left: 40px;">(a) the disclosure required by subsection (1) would be unduly detrimental to its interests; or</p> <p style="padding-left: 40px;">(b) the disclosure required by subsection (1) would be unwarranted,</p> <p>and the reporting issuer shall forthwith but in any event no later than three days after the occurrence of the material change advise the Commission in writing of the material change and of the reasons why it is of the opinion that there should not be a notice as contemplated in subsection (1)(a)(b).</p>
<p>65(6)</p>	<p>(6) No person shall be appointed to act as the auditor of a reporting issuer unless such person is a member in good standing of ICATT or its equivalent in a designated foreign jurisdiction and meets any other requirements as may be prescribed.</p>
<p>67(2)</p>	<p>(2) A reporting issuer satisfies the obligation under this Part with respect to the sending and delivery of any document, report or statement to its security holders by—</p> <p style="padding-left: 40px;">(a) sending the document, report or statement to its security holders by—</p> <p style="padding-left: 80px;">(i) way of compact disc or other external memory device addressed to the latest address as shown on the securities register; or</p> <p style="padding-left: 80px;">(ii) electronic mail, where the security holder has given written consent for delivery in such a format and the reporting issuer posts the document, report or statement on its website;</p> <p style="padding-left: 40px;">(b) publishing the document, report or statement in two</p>

	<p>daily newspapers of general circulation in Trinidad and Tobago;</p> <p>(c) posting the document, report or statement on the website of the reporting issuer and issuing a press release publishing a notice in two daily newspapers to be approved by the Commission, notifying the security holders about the availability of such document, report or statement;</p> <p>or</p> <p>(d) mailing same to the most recent address as shown on the securities register of the reporting issuer; or</p> <p>(e) making the document, report or statement available in such other manner as may be prescribed.</p>
<p>68(1)</p>	<p>(1) A reporting issuer shall, concurrently with the giving of notice of a meeting of its security holders, send a prescribed form of proxy to each holder of voting securities of the reporting issuer entitled to receive notice of the meeting, to the address as shown on the securities register of the reporting issuer.</p>
<p>68(2)(b)</p>	<p>(b) each security holder whose proxy is solicited and to the reporting issuer a dissident's dissident proxy circular in the prescribed form stating the purpose of the solicitation when the solicitation is not by, or on behalf of the management of the reporting issuer.</p>
<p>68(3)</p>	<p>(3) A person who sends a proxy circular or dissident's dissident proxy circular shall forthwith file with the Commission a copy of the circular and the form of proxy.</p>
<p>69(2)</p>	<p>Subsection (1) is not available to an approved foreign issuer if, as at the end of the last financial year of the approved foreign issuer, the number of voting securities of the issuer held beneficially and of record, directly or indirectly, by residents of Trinidad and Tobago exceeded twenty per cent of the number of voting securities outstanding of the issuer on such date or such other per cent as may be prescribed.</p>

71(1)	<p>(1)The Commission may on its own motion or on application by a reporting issuer, make an order declaring, subject to such conditions as it considers appropriate, that the issuer is no longer a reporting issuer.</p> <p>(1)The Commission may-</p> <p style="padding-left: 40px;">(i) on its own motion; or</p> <p style="padding-left: 40px;">(ii) on application by a reporting issuer and payment of the prescribed fee,</p> <p>make an order declaring, subject to such conditions as it considers appropriate, that the issuer is no longer a reporting issuer.</p>
72(2)	<p>“financial assets” means cash, securities, or any contract of insurance, or deposit or evidence thereof that is not a security for the purposes of the Act;</p>
73(2)	<p>(2) Notwithstanding subsection (1), no person shall trade in an asset-backed security, where such trade would be a distribution, except under an exemption provided for in section 79, unless such security has received an approved rating.</p>
73(3)	<p>(3) Subsection (2) does not apply to a trade in an asset-backed security distributed under an exemption provided for in section 79.</p>
74	<p>74. (1) A person shall not solicit the purchase or sale of a security by way of advertisement in connection with a distribution of a security, unless a receipt has been issued by the Commission under this Act for a prospectus offering the security and the advertisement—</p> <p style="padding-left: 40px;"><i>(a)</i> identifies the security distributed;</p> <p style="padding-left: 40px;"><i>(b)</i> states that a receipt has been issued;</p> <p style="padding-left: 40px;"><i>(c)</i> identifies a person from whom a document specified in paragraph (a) the prospectus offering the securities may be obtained, and</p>

	<p>identifies a person through whom orders will be executed; and</p> <p>(d) contains any other prescribed information.</p> <p>(2) Notwithstanding subsection (1), a person may solicit expressions of interest from accredited investors with respect to a proposed distribution provided that the person:</p> <p>(a) notifies the Commission in writing that he intends to do so and identifies the security proposed to be distributed;</p> <p>(b) notifies the accredited investor that:</p> <p>(i) either the security is being distributed pursuant to a limited offering or a registration statement related to the proposed distribution has been filed with the Commission but has not been made effective;</p> <p>(ii) no offer to buy the securities can be accepted and no part of the purchase price can be recovered until the registration statement for the proposed distribution has become effective or the Commission has been notified of the date of the distribution under section 62(9)(i); and</p> <p>(iii) any such expression of interest may be withdrawn or revoked without obligation, or commitment of any kind, at any time prior to the notice of acceptance given after the effective date.</p>
<p>75(1)-(2)</p>	<p>75. (1) An issuer, or a registrant under section 51(1) acting as agent for the issuer, who receives an expression of interest, order or subscription for a security offered in a distribution, shall send or deliver to such person a prospectus, or amended prospectus, as the case may be, within two business days after the expression of interest, order or subscription is received.</p>

	<p>(2) An agreement of purchase and sale in relation to an order or subscription in subsection (1) is not binding on a purchaser if the issuer or the registrant under section 51(1) acting as agent for the issuer, receives not later than two business days after the day the purchaser received a prospectus or an amended prospectus under subsection (1), written notice that the purchaser intends not to be bound by the agreement.</p>
79(1)(d)	<p>(1) Subject to subsection (2), section 73 does not apply to a distribution—</p> <p>by an issuer of a security pursuant to the exercise of a right to acquire a security of its own issue, which right was previously granted by the issuer, if no commission or other remuneration is paid or given in respect of the distribution except for administrative or professional services or for services, other than the solicitation of investors, performed by a registrant registered under section 51(1);</p>
79(3)	<p>(3) The certificate or other proof of ownership for any security distributed under an exemption in subsection (1)(a), (k), (l) or (m) shall contain a legend in the prescribed form.</p>
79(5)	<p>(5) For the purposes of subsections (4) and (6), a distribution is a trading transaction where—</p>
80(1)(a)(ii)	<p>(ii) a copy of the receipt or other evidence that the prospectus or offering document to be used in connection with a distribution of securities has become final for the purposes of a distribution of securities in a designated foreign jurisdiction;</p>
83(1)	<p>1) For the purposes of this Part, a distribution—commences on the date on which a receipt for a prospectus is issued by the Commission;</p>

	<p align="center">(a) the effective date of a distribution statement as determined by the Commission under section 62(7); or</p> <p align="center">(b) in the case of a limited offering, the date of first issuance of the security as stated in its notice to the Commission under section 62(9).</p>
<p>83(4)</p>	<p>(4) Subject to subsection (5), a distribution shall not continue longer than one year and twenty days from- the date of the receipt for the prospectus relating to it unless the Commission issues a new receipt for a current prospectus in which case the period runs from the date of the latter receipt.</p> <p align="center">(a) the effective date of the distribution statement relating to it unless the Commission issues a new effective date in which case the period runs from the date of the latter effective date; or</p> <p align="center">(b) in the case of a limited offering, the date of first issuance of the security as stated in its notice to the Commission under section 62(9).</p>
<p>84(2)</p>	<p>(2) Where the period of distribution of securities exceeds ten days in length, an issuer shall comply with subsection (1) within ten days of the first distribution of securities thereunder, notwithstanding that such distribution may not be complete, and thereafter shall file a post distribution statement with the Commission in respect of the remaining securities distributed within ten days of the completion of the distribution.</p>
<p>98(1)(a)</p>	<p>(a) he has reasonable grounds to believe that the recommendation is suitable for the client on the basis of information furnished by the client after reasonable inquiry as to his investment objectives, investment experience, financial situation and needs, or on any other information known to the registrant; and</p>

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98(2)	Where a registrant registered under 51 publishes a research report which is not prepared for a specific client and which recommends generally a trade in security, that research report—
104	104(1)(b) be amended to allow for acquisition of securities by employees pursuant to an employee stock compensation plan where: <p style="margin-left: 40px;">(i) the participation of the person in the ESOP is established prior to the time that the person acquired knowledge or possession of material non-public information; and <i>or</i></p> <p style="margin-left: 40px;">(ii) the plan provides for the automatic acquisition of securities by participants in such plans.</p>
108 and marginal	108. (1) Where securities of an issuer are registered in the name of, but not beneficially owned by, a market actor registrant registered under section 51(1) or his nominee, the market actor registrant registered under section 51(1) or his nominee shall send to the beneficial owner of the securities a copy of any document sent to him as registered security holder forthwith after receipt thereof, unless the beneficial owner instructs him in writing that the document need not be sent. <p style="margin-left: 40px;">(2) A person who sends a document to registered security holders pursuant to this Act shall furnish to a market actor registrant registered under section 51(1) or his nominee forthwith upon request, sufficient copies of the document to enable him to comply with subsection (1) and the market actor registrant registered under section 51(1) or his nominee shall pay or reimburse the person the reasonable costs of doing so.</p>
120(3)	(3) The requirement to obtain the written authorization of a beneficial owner required by subsection (1)(a) or (2)(a) is satisfied if the beneficial owner acknowledges in any agreement or document

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	<p>entered into with a registrant registered under 51(1), participant or clearing agency, that securities owned by the beneficial owner may be kept by means of record entries with a clearing agency, whether entered into before or after the issue of a security contemplated in this section.</p>
<p>121(4)</p>	<p>(4) The requirement to obtain the written authorization of a beneficial owner required by subsection (3)(a) is satisfied if the beneficial owner acknowledges in any agreement or document entered into with a registrant registered under 51(1), participant or clearing agency, that securities owned by the beneficial owner may be kept by means of record entries with a clearing agency, whether entered into before or after the issue of a security contemplated in this section.</p>
<p>136(2)</p>	<p>(2) A person under this section—</p> <p style="padding-left: 40px;">(a) who is connected to a reporting issuer as a result of section 4(3)(a) or (c); who has filed or is required to file a report; and</p> <p style="padding-left: 40px;">(b) whose direct or indirect beneficial ownership of, or control or direction over, securities of the reporting issuer by him and his associates changes from that shown or required to be shown in the report or in the latest report filed by him,</p> <p>shall within five business days from the day on which the change takes place, file a report of direct or indirect beneficial ownership of, or control or direction over, securities of the reporting issuer by him and his associates as of the day on which the change took place and the change or changes that occurred, giving such details of each transaction as may be prescribed.</p>
<p>136(5)</p>	<p>(5) For the purposes of this section, a person has beneficial ownership of, or control or direction over securities of a reporting issuer including—</p>

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139(6)	(6) Notwithstanding subsections (4) and (5), no underwriter is liable for more than the portion of the total public offering price represented by the portion of the distribution of securities underwritten, sold by, or to the underwriter.
148(1)	<p>(n) prescribing categories or sub-categories of issuers for the purposes of the prospectus requirements under the Act and classifying issuers into categories or sub-categories;</p> <p>(w) prescribing requirements in respect of financial accounting, financial reporting and auditing for the purposes of the Act, including—</p> <p>(ee) respecting the designation or recognition of any person, or jurisdiction if advisable for the purposes of the Act, including self-regulatory organizations;</p> <p>(ff) respecting the conduct of the Commission and its employees in relation to duties and responsibilities and discretionary powers under the Act, including the conduct of investigations, reviews, examinations and the conduct of hearings;</p>
149	<p>(1) The Commission shall publish in the <i>Gazette</i>, two daily newspapers of general circulation in Trinidad and Tobago, or any regular periodical published by the Commission, at least thirty days before the proposed effective date thereof—</p> <p>(a) a copy of any By-law that it proposes to recommend to the Minister;</p> <p>(b) a concise statement of the substance and purpose of the proposed By-law; and</p> <p>(c) a reference to the authority under which the By-law is proposed.</p>
149(2)	The Commission satisfies the requirements of subsection (1) by publication-

	<p>(a) in the Gazette;</p> <p>(b) in two daily newspapers of general circulation in Trinidad and Tobago;</p> <p>(c) in any regular periodical published by the Commission; or</p> <p>(d) posting on the website of the Commission and issuing a notice in two daily newspapers of general circulation in Trinidad and Tobago notifying the public about the availability of such By-Law</p>
149(3)	<p>(2) (3) After a proposed By-law is published in accordance with subsection (1) (2), the Commission shall afford a reasonable opportunity to interested persons to make representations in writing with respect to the proposed By-law.</p>
149(5) to (7)	<p>(4) (5) The Commission is not required to comply with subsections (1), (2) and (3) if—</p> <p><i>(a)</i> all persons who will be subject to the By-law are named and the information required by subsection (1)(a) to (c) is sent to each of them;</p> <p><i>(b)</i> the By-law only grants an exemption or relieves a restriction and is not likely to have a substantial impact on the interests of persons other than those who benefit under it;</p> <p><i>(c)</i> the By-law makes no material substantive change in an existing By-law; or</p> <p><i>(d)</i> the Commission for good cause finds that compliance with subsections (1), (2) and (3) is impracticable or unnecessary and publishes the finding and a concise statement of the reasons for it.</p> <p>(5) (6) Any person may petition the Commission to recommend the making, amendment or revocation of a By-law.</p> <p>(6) (7) The Minister may, on the recommendation of the Commission, make urgent By-laws to regulate conditions in the market that require regulation as a matter of urgency, without following the process referred to in subsections (1) to (4), which By-laws shall be effective for ninety days, unless replaced by By-laws issued pursuant to subsections (1) to (4).</p>
150(10)	<p>(7) Proceedings under this section shall be held <i>in camera</i>.</p>
151(1)(c)	<p>(c) if necessary, to reproduce, or assist in reproducing, in usable form, information recorded or stored in any any book, record,</p>

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	document or class of documents specified in the notice (within the time and in the manner specified in the notice); or
151(7)	<i>(7) Proceedings under subsection (4) this section shall be held in camera.</i>
152	No person shall withhold, conceal, destroy or refuse to produce any document, instrument, writing, information or record required for the purpose of an examination, review , or investigation under this Act.
155	(1) Where the Commission, on its own motion or on application by an interested person considers it to be in not contrary to the public interest, it may order may make and order, subject to such conditions as it considers appropriate that—
155(1)	(f) a market actor registrant registered under 51(1) submit to a review of his practices and procedures and institute such changes as may be ordered by the Commission; <i>(k) allows for the effective carrying out of the purposes of this Act.</i> <i>(k) respecting any other matter authorized by or required to carry out the purposes of this Act.</i>
157 Marginal	Procedure for orders of the Commission Procedure for adverse decisions or findings
157(1)	The Commission shall before making an adverse decision, finding or order provide a reasonable opportunity for each person or entity adversely affected to make either oral or written representations and shall give reasonable notice to each such person or entity including a— (a) statement of the time within which representations shall be made; (b) reference to the authority under which the order may be made; (c) concise statement of the case; and (d) statement that if the person fails to make representations within the time referred to in paragraph (a), the Commission may proceed without giving him further notice.
157 (1)	<i>The Commission shall before making an adverse decision or finding</i>

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	<p>or order provide a reasonable opportunity for each person or entity adversely affected to make either oral or written representations and shall give reasonable notice to each such person or entity including a—</p> <p>(a) statement of the time within which representations shall be made;</p> <p>(b) reference to the authority under which the order decision or finding may be made;</p> <p>(c) concise statement of the case; and</p> <p>(d) statement that if the person fails to make representations within the time referred to in paragraph (a), the Commission may proceed without giving him further notice.</p> <p>(2) Subsection (1) does not apply to—</p> <p>(a) an order that is administrative or procedural;</p> <p>(b) an order that does not adversely affect the rights or interests of any person; or</p> <p>(c) an interim order or other order that the Commission may make under this Act without giving an opportunity to make representation under this section.</p> <p>(3) (2) The standard of proof required to determine any question or issue before the Commission shall be on a balance of probability.</p>
Divisional Title change	<i>Division 6- Appeals and Reviews</i>
160(1)	(1) A person directly affected by a decision made by a self-regulatory organization under section 43 may appeal the decision to the Commission.
160(2)(1)	(1) Subject to sections 8(7), 44(2) or on its own motion, the Commission may of its own motion review any decision made pursuant to authority delegated under section 8 or made by a self-regulatory organization under section 43 and shall provide a reasonable opportunity to make representations and give reasonable notice to each person, including a self-regulatory organization, directly affected by the decision.
160(2)	(2) The Commission shall, within thirty days of a request for review under this section notify the parties of the date, time and venue of the hearing to review the decision.
160(3)	(3) On an appeal or review under this section, the Commission may, subject to sections 44(3), (4) and (5) in the case of an appeal of any decision of a self-regulatory organization made under section 43,

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	confirm the decision or make such orders as it considers appropriate.
160(3)	(3) On a review under this section, the Commission may set aside, vary or confirm the decision under review or make such decisions as it considers appropriate.
160(4)	(4) A decision that is subject to appeal or review under this section takes effect immediately, but the Commission may grant a stay pending an order of the Commission.
160(4)	(4) In the case of a review of any decision of a self-regulatory organization made under section 43 a decision under subsection (2) shall be subject to sections 44(3) to (7).
160(5)	(5) Pending the completion of a review under this section the Commission may grant a stay of the decision under review.
160(6)	(6) A decision that is subject to review under this section takes effect immediately, but the Commission may grant a stay pending an order of the Commission.
163(1)	<p>(1) Where the Commission considers that it is in the public interest or necessary for the protection of investors to prevent—</p> <p style="padding-left: 40px;">(a) a person who is or has been in breach of or has contravened this Act; or</p> <p style="padding-left: 40px;">(b) a registrant or self-regulatory organization whose registration under this Act has been suspended or revoked,</p> <p>from dealing with property under his or its control or direction, the Commission may apply to the High Court and the High Court may appoint a receiver or receiver-manager in respect of the property of the person, registrant or self-regulatory organisation organization if it is satisfied that it is in the interests of investors or persons whose property is controlled by that person, registrant or self-regulatory organisation organization, creditors or security holders of that person, registrant or self-regulatory organisation organization, or members of that person, registrant or self-regulatory organization to do so.</p>
165(1)	(b) makes a misrepresentation to any person appointed to conduct an investigation, review or an examination under section 150 or 151; or
172(1)	(1) Section 2(1) of the Proceeds of Crime Act is amended in part (g) in the definition of “financial institution” by deleting the words

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	<p>“Securities Industry Act” and substituting the words “Securities Act, 2012”; and deleting the words “dealer or investment adviser” and substituting the words “broker dealer or underwriter” “dealer or investment adviser” and substituting the words “broker dealer, underwriter”</p>
172(3)	<p>Section 2(1) of the Financial Obligations Regulations, 2010 in part (b) of the definition of “supervisory authority” is amended by deleting the words “dealer or investment adviser under the Securities Industry Act” and substituting the words “broker-dealer or underwriter under the Securities Act, 2012.”</p>

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