

Republic of the Philippines Department of Finance Securities and Exchange Commission SEC Building, EDSA, Greenhills, Mandaluyong City

2015 SRC RULES

2015 Implementing Rules and Regulations of the SECURITIES REGULATION CODE (Republic Act No. 8799)

Table of Contents

TITLE I - Title and Definitions

Rule 1 Reference	01
Rule 2 Interpretation of the Rules	01
Rule 3 Definition of Terms	01

TITLE II - Securities and Exchange Commission

Rule 4 Securities and Exchange Commission	06
Rule 5 Powers and Functions of the Commission	08
Rule 6 Indemnification and Responsibilities of the Commissioners & Officials	10
Rule 6.2 Code of Conduct & Disclosure Requirement	10
Rule 7 Reorganization	12

TITLE III - Registration of Securities

Rule 8.1 Filing of Registration Statement	
Rule 8.1.1 Filing of Registration Statement (RS) and Effectivity of Offering	13
Rule 8.1.2 Delayed & Continuous Offering and Sale of Securities (Shelf Registra	tion)14
Rule 8.1.3 Prospectus Delivery Requirements	
Rule 8.1.3.5 Notice of Availability of the Prospectus	15
Rule 8.1.3.8. Format of the Prospectus	
Rule 8.2 Conditional Approval	
Rule 8.3 Written Communications Not Deemed Offers for Sale	
Rule 8.4 Register of Securities	
Rule 8.5 Audit by the Commission	
Rule 9.1 Exempt Securities	
Rule 9.1.3 Exempt from Registration But Not From Other Requirements and Lial	bilities 18
Rule 9.1.4 Issuer of Exempt Securities To File Periodic Disclosure	
Rule 9.2 Other Exempt Securities	

Rule 10.1 – Exempt Transactions

Rule 10.1.1	Disclosure to Investors	19
Rule 10.1.2	Restrictions for Transactions under Section 10.1(k) of the Code	. 19
Rule 10.1.3	Offer or Sale of Securities to Qualified Buyers under Section 10.1(L)	21
Rule 10.1.4	Issuance of Evidence of Indebtedness to Primary Institutional Lenders	21
Rule 10.1.5	Application for Confirmation or Declaration of Exemption	21
Rule 10.1.6	Exempt Commercial Paper Transactions	22
Rule 10.1.7	Isolated Transactions under Section 10.1(c)	. 22
Rule 10.1.8	Burden of Proof on the Availability of Exemption	22
Rule 10.1.9	Exempt from Registration, But Not From Other Requirements and Liabilities	23
Rule 10.1.10	Exemption Not Available For Scheme To Evade Compliance	23
Rule 10.1.1	Qualified Buyers Under Section 10.1 (L)(vi) of the Code	. 23
Rule 10.2	Limited Public Offerings and Other Exempt Transactions	24
Rule 10.3	Application for Confirmation of Exemption; Filing Fee	26
Rule 11	Commodity Futures Contracts	26

Rule 12.1 – Filing Requirements Under the Code

Rule 12.1.1	Underwriting Requirement for Registered Securities	
Rule 12.1.2	Requirements for Registration of Commercial Papers and Bonds	
Rule 12.1.3	Requirements for Registration of Derivatives	
Rule 12.1.3.	1 Warrants	
Rule 12.1.3.	1.2 Registration of Warrants	
Rule 12.1.3.	1.3 Form, Content of Warrant Certificates	29
Rule 12.1.3.	1.4 Exercise Period	29
Rule 12.1.3.	1.5 Exercise Price	29
Rule 12.1.3.	1.6 Warrants Registry Book	
Rule 12.1.3.	1.7 Transferability of Warrants	
Rule 12.1.3.	1.8 Listing Requirements	30
Rule 12.1.3.	1.9 Structured and Other Types of Warrants	
	2 Options	
Rule 12.1.3.	3 Other Types of Derivatives	
Rule 12.1.4	Additional Requirements for Proprietary & Non-Proprietary Shares	
Rule 12.2	Incorporation by Reference	
Rule 12.2.3	Incorporation of Exhibits by Reference	
Rule 12.5 (b) Publication and Posting of Notice of Filing	
Rule 13	Suspension or Revocation of Registration of Securities	
Rule 13.2	Voluntary Revocation of Registration of Securities	35
Rule 13.2.3	Procedures for Voluntary Revocation	
Rule 14	Amendments on the Registration Statement and Prospectus	
Rule 14.1	Material Information	
Rule 15	Grounds and Procedure for Revocation or Suspension of Registration	

TITLE V - Reportorial Requirement

Rule 17.1 Reportorial Requirements	39
Rule 17.1.1 Public and Reporting Companies	39
Rule 17.1.1.1 Annual Report	39
Rule 17.1.1.1.2 Quarterly Report	
Rule 17.1.1.1.3 Current Report	39
Rule 17.1.1.1.3(b).1 Promptly to the News Media	39
Rule 17.1.1.1.3(b).2 Within 10 Minutes if Listed	
Rule 17.1.1.1.3(b).3 Within 5 Calendar Days if Not Listed	40
Rule 17.1.1.6 Notification of Inability To File Report on Time	
Rule 17.1.2. Issuers of Commercial Papers in Exempt Transactions	
Rule 17.2 Subjects of the Reportorial Requirements	
Rule 17.3 Filing of Copy of Report	
Rule 17.4 Form of Reports	
Rule 17.5 Annual Report for Each Holder of Equity Security	
Rule 17.6 Period for Transmitting Annual Report	
Rule 18.1 Reports to be Filed by Certain Beneficial Owners	
Rule 18.2 Amendment In Case of Changes	44
Rule 18.3 Notice In Lieu of Statement	

TITLE VI - Protection of Shareholder Interests

Rule 19 - Tender Offers

Rule 19.1 Definitions	44
Rule 19.2 Mandatory Tender Offers	45
Rule 19.2.1 Acquiring 15% Equity Securities; Disclosure Only	45
Rule 19.2.2 Acquiring 35% or Such Shares To Control Board	45
Rule 19.2.3 Acquiring 35% or Such Shares to Control The Board, via Exchange,	
Not Required if Failed To Acquire Sufficient Shares to Control The Board	45
Rule 19.2.4 Acquiring 35% or Shares, To Control Board, Directly from Stockholders	45
Rule 19.2.5 Acquisition Resulting In Ownership of Over 50%	46
Rule 19.2.6 Guidelines on the Conduct of Valuation and Issuance of Fairness Opinion	46
Rule 19.3 Exemptions from the Mandatory Tender Offer Requirement	48
Rule 19.4 Tender Offer by an Issuer or Buy Back	48
Rule 19.6 Filing Requirements	
Rule 19.7 Disclosure Requirements in Tender Offers	
Rule 19.8 Dissemination Requirements	51
Rule 19.9 Period and Manner of Making Tender Offers	51
Rule 19.10 Transactions Based on Material, Non-Public Information	
Rule 19.11 Withdrawal or Lapse of the Tender Offer	52
Rule 19.12 Prohibited Practices In Tender Offer	
Rule 19.13 Violation	53

Rule 20 – Disclosures to Stockholders Prior to Meetings

Rule 20.1 Applicability	. 53
Rule 20.2 Definitions	. 53
Rule 20.3 Issuer Proposing Approval Thru Stockholders' Meeting or by Written Assent	. 54
Rule 20.4 Report to be Furnished to Stockholders	. 55
Rule 20.5 Form of Proxy and Delivery of Information to Security Holders	. 56
Rule 20.6 Obligations of Issuer to Provide Meeting Materials to Security Holders	. 58
Rule 20.7 Providing Copies of Material to Beneficial Owners	. 58
Rule 20.8 Provisions Applicable to Solicitation of Votes Other Than by the Issuer	59
Rule 20.9 False or Misleading Statements	. 61
Rule 20.10 Obligation of Issuers in Communicating with Beneficial Owners	. 61
Rule 20.11 Other Procedural Requirements	. 61
Rule 20.11.1 Annual Meeting	. 62
Rule 20.11.2 Proxy	62
Rule 21 Fees for Tender Offers and Certain Proxy Solicitations	. 64
Rule 22 Internal Record Keeping and Accounting Controls	65
Rule 23 Reports to be Filed by Directors, Officers and Principal Stockholders	65

TITLE VII - Prohibitions on Fraud, Manipulation and Insider Trading

Rule 24.1(a & b) Manipulative Practices	66
Rule 24.1.1 Creating a False or Misleading Appearance of Active Trading	66
Rule 24.1.5.1 Painting the Tape	68
Rule 24.1.5.2 Marking the Close	68
Rule 24.1.5.3 Improperly Matched Orders	
Rule 24.1.5.4 Hype and Dump	68
Rule 24.1.5.5 Wash Sales	68
Rule 24.1.5.6 Squeezing the Float	68
Rule 24.1.5.7 Disseminating False or Misleading Market Information	68
Rule 24.1.5.8 Other Types of Prohibited Conduct	68
Rule 24.1(c) Price Manipulation; Circulating Information to Affect Price of Security	68
Rule 24.1(d) Price Manipulation; Advertisements; False and Misleading Statements	69
Rule 24.1(e) Price Manipulation; Price Fixing	70
Rule 24.2-2 Short Sales	70
Rule 24.2-2.1 Definition of Short Sale	70
Rule 24.2-2.2 Determination of Good Delivery	70
Rule 24.2-2.3 Order for Short Sale	70
Rule 24.2-2.4 Qualified Security	70
Rule 24.2-2.5 Execution of Short Sale/Uptick Rule	
Rule 24.2-2.6 Failure to Deliver	71
Rule 24.2-2.7 Mandatory Close-Out	

Rule 24.2-2.8 Directors, Officers or Principal Stockholders	71
Rule 24.2-2.9 Record Keeping	71
Rule 24.2-2.10 Prohibition on Short Selling	. 71
Rule 25 Option Trading	. 72
Rule 26 Fraudulent Transactions	72
Rule 26.2 Use of Information Obtained in Fiduciary Capacity	72
Rule 26.3 Prohibited Representations, Dealings and Solicitations	72
Rule 26.3 Dealing in Securities	. 73
Rule 26.3 Solicitation	. 73
Rule 26.3 Investment Contract	. 73
Rule 27 Insider Trading	. 73
Rule 27.2 Material Non-Public Information	

TITLE VIII - Regulation of Securities Market Professionals

Rule 28.1 Registration of Brokers and Dealers	74
Rule 28.1.1 Broker Dealer	74
Rule 28.1.2 Requirements for Registration	74
Rule 28.1.2.2 Market Making Transactions	75
Rule 28.1.2.3 Solely Engage In The Business of Broker Dealer; Other Business	75
Rule 28.1.2.3 Segregation of Operational & Financial Books & Records of Broker Dealer	. 75
Rule 28.1.2.4 Application for Registration: Papers & Documents	. 75
Rule 28.1.2.5 Terms and Conditions for Registration and for Continuing Registration	. 77

Rule 28.1.2.5.1 Applicable to Exchange Trading Participants	77
Rule 28.1.2.5.2 Applicable to Both Exchange TPs and Non-Exchange Broker Dealers	77
Rule 28.1.2.6 Perpetual License of Broker Dealer	79
Rule 28.1.3. Registration of Successor to Broker Dealer	. 79
Rule 28.1.4. Withdrawal of Business and/or Cancellation of Registration as Broker Dealer	80
Rule 28.1.5 Registration of Salesmen and Associated Persons of Brokers Dealers	83
Rule 28.1.5.2.1 Salesman	83
Rule 28.1.5.2.2 Associated Person	83
Rule 28.1.5.4 Requirements for Registration	84
Rule 28.1.5.5 Terms and Conditions for Applicants for Registration	84
Rule 28.1.5.6 Cessation of Registration of Salesman and Associated Person	85
Rule 28.1.5.7 Duties of an Associated Person (AP)	85
Rule 28.1.5.8 Conditions for Continuing Registration	85
Rule 28.1.5.10 Perpetual License of Salesman and Associated Person	86
Rule 28.1.5.11 Rules In Case of Absence or Lack of Associated Persons	86

Rule 28.1.6 Broker Dealer Surety Bond and Self Insurance Bond	87
Rule 28.1.7 Compliance With New Requirements	. 87
Rule 28.2 Compliance With Qualification Requirements of SRO	87
Rule 28.3 Action of the Commission on the Registration	
Rule 28.3.1 Exemption from Registration; Compliance with Qualification Requirements	88
Rule 28.3.2 Approval or Denial of Registration by the SEC	. 88
Rule 28.4 Suspension of Registration	
Rule 28.6 Application Form & Information Required	. 88
Rule 28.7 Registration Fee	
Rule 28.8 Action on Application	. 89
Rule 28.9 Register of Securities Market Professionals	. 89
Rule 28.10 Amendments To Update Application	
Rule 28.11 Annual Fee	. 89
Rule 28.12 Automatic Termination of Registration	. 89
Rule 29 Protection of Customer Accounts	. 89
Rule 29.1 Procedure for Refusal, Suspension, Cancellation or Revocation of Registration	90
Rule 29.2 Protection of Customer Accounts; Registration is Suspended or Revoked	
Rule 30.1 Monitoring of Affiliated Transactions by Broker Dealers	90
Rule 30.2 Transactions and Responsibilities of Brokers and Dealers	91
Rule 30.2.1 Ethical Standards Rule	.91
Rule 30.2.1.2.1 Honesty and Fairness	. 91
Rule 30.2.1.2.2 Diligence	91
Rule 30.2.1.2.3 Capabilities	92
Rule 30.2.1.2.4 Information About Clients	92
Rule 30.2.1.2.4.2 Confidentiality Shall Not Apply to the Commission, SROs	. 92
Rule 30.2.1.2.5 Information For Clients	. 93
Rule 30.2.1.2.6 Conflicts of Interest	. 94
Rule 30.2.1.2.6.1 Client Priority	. 94
Rule 30.2.1.2.6.2 Conflicts of Interest	. 95
Rule 30.2.1.2.6.3 Client Assets	. 95
Rule 30.2.1.2.7 Compliance	. 95
Rule 30.2.2 Confirmation of Customer Orders	. 96
Rule 30.2.2.6 All Payments Thru Electronic Fund Transfer; No Pay To Cash	. 97
Rule 30.2.3 Client Agreement	. 97
Rule 30.2.4 Suitability Rule	98
Rule 30.2.5 Commissions, Charges for Services Performed by Broker Dealer	. 98
Rule 30.2.6 Supervision of Broker Dealer	. 99
Rule 30.2.7 Internal or Accredited Training Program	100
Rule 30.2.8 Block Sale	. 101
Rule 30.2.9 Done Through Transactions	102

Rule 30.2.10 Submission of Names of Stockholders, Participants, Clients	102
Rule 30.2.11 Publication of Transactions and Quotations	103
Rule 30.2.12 Payment to Influence Market Prices	103
Rule 30.2.13 Best Execution Rule	103
Rule 31 Commission Role in the Development of Securities Market Professionals	103

TITLE IX - Exchanges and Other Securities Trading Markets

Rule 32.1 Trading Limited to Listed Securities and Exchanges Registered	104
Rule 32.2 Exchanges & Securities Trading Markets To Be Supervised By SRO	104
Rule 33 Registration of Exchange	104
Rule 33.1 Registration Requirements	104
Rule 33.1(d) Protection of Customer Accounts in Case of Business Failure	108
Rule 33.2(c) Ownership of an Exchange	109

Rule 34 Segregation and Limitation of Functions of Members, Brokers and Dealers	111
Rule 34.1 Segregation of Broker and Dealer Transactions, Affiliations and Practices	
Rule 34.11 Segregation of Functions (Chinese Walls)	
Rule 35 Additional Fees of Exchanges	
Rule 36.1.3 Powers with Respect to Exchanges and Other Trading Markets	114
Rule 36.4 Registration of Transfer Agents and Clearing & Settlement	
Rule 36.4.1 Registration of Transfer Agents	
Rule 36.4.2 Reports from Transfer Agents	
Rule 36.4.2.1 Annual Report	
Rule 36.4.2.2 Exception Reports to the Commission	
Rule 36.4.2.3 Periodic Reporting to Issuer	
Rule 36.4.2.4 Complaint Log	118
Rule 36.4.3 Records Retention by Transfer Agents	
Rule 36.4.4 Clearing and Settlement	
Rule 36.4.4.1 Delivery versus Payment (DVP)	119
Rule 36.5 Trusts and Similar Funds for Broker Dealer Customers	
Rule 36.5.5 Accredited Trust Fund; Customer Protection Fund	120

Rule 38 – Requirements on Nomination and Election of Independent Directors	121
Rule 38.1 Applicability	121
Rule 38.2 Independent Director	121
Rule 38.6 Qualifications and Disqualifications	122

Rule 38.7 Number of Independent Directors	123
Rule 38.8 Nomination and Election of Independent Directors	123
Rule 38.8.6 Election of Independent Directors	124
Rule 38.9 Termination/Cessation of Independent Directorship	124

TITLE X - Registration, Responsibilities and Oversight of SROs

Rule 39.1 – SROs and Other Securities-Related Organizations

Rule 39.1.1 Rules Governing an SRO which is an Organized Exchange	125
Rule 39.1.1.2.2 Participant	125
Rule 39.1.1.2.4 SRO Rule	125
Rule 39.1.1.3 SRO Rulemaking	125
Rule 39.1.1.4 Power over Listed Companies	126
Rule 39.1.1.5 Audit, Compliance and Surveillance	126
Rule 39.1.1.5.6 Commission's Direct Access to Trading Systems, Platforms	127
Rule 39.1.1.6 Periodic Examinations	127
Rule 39.1.1.7 Investigations	128
Rule 39.1.1.8 Discipline of SRO Members and Participants	128
Rule 39.1.1.9 SRO Discipline by the Commission	129
Rule 39.1.1.10 SRO Reporting	130

Rule 39.1.4 Registrars of Qualified Institutional & Individual Buyers

Rule 39.1.4.1 Authorized Registrars	132
Rule 39.1.4.2 Initiation and Cessation of Function as Registrar	. 133
Rule 39.1.4.3 Registrar's Internal Procedures	. 133
Rule 39.1.4.4 Responsibilities of a Registrar	133
Rule 39.1.4.5 Registry Book of Qualified Buyers	. 134
Rule 39.1.4.6 Report of List of Qualified Buyers	135
Rule 39.1.4.7 Central Registry of Qualified Buyers	135
Rule 39.1.4.8 Other Records	135
Rule 39.1.4.9 Review of Registration	. 135

Rule 39.1.5 Rules Governing Credit Rating Agencies

Rule 39.1.5.1 Definition of Credit Rating Agency	. 136
Rule 39.1.5.2 Scope and Limitations	. 136
Rule 39.1.5.3 Requirements for Accreditation	. 136
Rule 39.1.5.4 Operating Requirements	. 137
Rule 39.1.5.4.1 Pre-Rating Requirements	. 137

Rule 39.1.5.4.1.1 Written Contract	137
Rule 39.1.5.4.1.2 No Promise, Assurance, or Guarantee of Particular Rating Outcome	138
Rule 39.1.5.4.1.3 Rating Definitions, Policy for Use, and Rating Criteria	138
Rule 39.1.5.4.1.4 Basic Policies, Practices, Methodologies for Ratings	139
Rule 39.1.5.4.1.5 Adequate Resources	139
Rule 39.1.5.4.1.6 Organization and Process Not be Influenced by Fees	139
Rule 39.1.5.4.2 Rating Definitions and Recognition of Default	140
Rule 39.1.5.4.2.1 Disclosure of Probability of Default on the Rated Instrument, Issuer	. 140
Rule 39.1.5.4.2.2 Missed Payment on Debt a Default	140
Rule 39.1.5.4.2.3 Policies and Processes for Ratings	141
Rule 39.1.5.4.2.3.1 Operations Manual	141
Rule 39.1.5.4.2.3.2 Credit Rating Criteria	141
Rule 39.1.5.4.2.3.3 Training Program for Employees	141
Rule 39.1.5.4.2.3.4 Interactive Ratings; Meeting with Management	141
Rule 39.1.5.4.2.3.5 Policy on Active Dependence on Third Parties	142
Rule 39.1.5.4.2.3.6 Rating Analysts	
Rule 39.1.5.4.2.3.7 Rating Committees	142
Rule 39.1.5.4.2.3.8 Credit Rating Announcement & Reasons for the Rating	
Rule 39.1.5.4.2.3.9 Review or Appeal of Rating Committee Decision	
Rule 39.1.5.4.2.3.10 Rating Actions Announcement	144
Rule 39.1.5.4.2.3.11 Rating Under Surveillance	
Rule 39.1.5.4.2.3.12 Formal Review Involving Meetings with Issuers	
Rule 39.1.5.4.2.3.13 Rating for Related Entity	
Rule 39.1.5.4.2.3.14 Maintenance of Records	
Rule 39.1.5.4.2.3.15 Rating Disclaimers.	146
Rule 39.1.5.4.2.3.16 CRA Separate Functional Groups	
Rule 39.1.5.4.2.3.16.1 Business Development Group	
Rule 39.1.5.4.2.3.16.2 Analytical Group	
Rule 39.1.5.4.2.3.16.3 Rating Administration	147
Rule 39.1.5.4.2.3.16.4 Criteria Group	
Rule 39.1.5.4.2.4 Confidentiality Requirements	147
Rule 39.1.5.4.2.4.1 All Information Submitted Presumed Confidential	147
Rule 39.1.5.4.2.4.2 Company Employees Bound By Confidentiality Requirements	. 148
Rule 39.1.5.4.2.4.3 Board of Directors No Access to Confidential Information	
Rule 39.1.5.4.2.4.4 Confidentiality of Information To Be Documented	
Rule 39.1.5.4.2.5 Independence and Avoidance of Conflicts of Interest	
Rule 39.1.5.4.2.6 Policies for Private, Unsolicited, and Unaccepted Ratings	
Rule 39.1.5.4.2.6.1 Private Ratings	
Rule 39.1.5.4.2.6.2 Unsolicited Ratings	
Rule 39.1.5.4.2.6.3 Unaccepted Ratings	
Rule 39.1.5.4.2.7 General Code of Conduct	
Rule 39.1.5.4.2.7.1 Code of Ethical Conduct	
Rule 39.1.5.4.2.7.2 IOSCO Code of Conduct	
Rule 39.1.5.4.2.7.3 Affirmance of Compliance with the Company's Code of Ethics	
1 F J	

Rule 39.1.5.4.2.8 Compliance with Policies and Processes 1	152
Rule 39.1.5.4.2.8.1 Process Audit	152
Rule 39.1.5.4.2.8.2 Compliance Officer	152
Rule 39.1.5.4.2.8.3 Whistle-blower Policy	152
Rule 39.1.5.4.2.9 Education Campaign	152
Rule 39.1.5.4.2.10 Reportorial Obligations	152

Rule 39.1.6 Fees and Charges of SROs and other Securities Related Organizations 153

Rule 40.1 Approval of Registration of Self-Regulatory Organizations	. 153
Rule 40.2 Compliance of Self-Regulatory Organizations with the Code	. 154
Rule 40.3 Commission Review Procedures of Proposed Rules	. 154
Rule 40.4 Commission Directions Regarding Rulemaking	. 155
Rule 40.5 Commission Powers Over Exchanges, Clearing Agencies and SROs	. 155
Rule 40.6 Powers of SRO Over its Members or Participants	157
Rule 40.7 Procedures on the Actions of Self-Regulatory Organizations	. 157
Rule 40.8 Extent of Powers of the Commission	. 158

TITLE XI–Acquisition & Transfer of Securities and Settlement of Transactions

Rule 42 Registration of Clearing Agencies and Securities Depositories158Rule 42.1 Registration Requirements158Rule 42.2 Reports from Clearing Agencies/Securities Depository162Rule 42.3 Registration and Annual Fees162Rule 43 Issuance of Uncertificated Securities163Rule 44 Records of Clearing Agencies163Rule 45 Pledging of Uncertificated Securities163Rule 46 Issuer's Responsibility for Wrongful Transfer164Rule 47 Power of SEC with Respect to Securities Ownership164	Rule 41 Prohibition on Use of Unregistered Clearing Agency	158
Rule 42.2 Reports from Clearing Agencies/Securities Depository162Rule 42.3 Registration and Annual Fees162Rule 43 Issuance of Uncertificated Securities163Rule 44 Records of Clearing Agencies163Rule 45 Pledging of Uncertificated Securities163Rule 46 Issuer's Responsibility for Wrongful Transfer164	Rule 42 Registration of Clearing Agencies and Securities Depositories	158
Rule 42.3 Registration and Annual Fees162Rule 43 Issuance of Uncertificated Securities163Rule 44 Records of Clearing Agencies163Rule 45 Pledging of Uncertificated Securities163Rule 46 Issuer's Responsibility for Wrongful Transfer164	Rule 42.1 Registration Requirements	158
Rule 43 Issuance of Uncertificated Securities163Rule 44 Records of Clearing Agencies163Rule 45 Pledging of Uncertificated Securities163Rule 46 Issuer's Responsibility for Wrongful Transfer164	Rule 42.2 Reports from Clearing Agencies/Securities Depository	
Rule 44 Records of Clearing Agencies163Rule 45 Pledging of Uncertificated Securities163Rule 46 Issuer's Responsibility for Wrongful Transfer164	Rule 42.3 Registration and Annual Fees	
Rule 45 Pledging of Uncertificated Securities163Rule 46 Issuer's Responsibility for Wrongful Transfer164	Rule 43 Issuance of Uncertificated Securities	
Rule 46 Issuer's Responsibility for Wrongful Transfer	Rule 44 Records of Clearing Agencies	
	Rule 45 Pledging of Uncertificated Securities	163
Rule 47 Power of SEC with Respect to Securities Ownership	Rule 46 Issuer's Responsibility for Wrongful Transfer	
	Rule 47 Power of SEC with Respect to Securities Ownership	

TITLE XII - Margin and Credit

Rule 48.1 Margin	
Rule 48.2 Prohibitions on Extension of Credit	
Rule 48.3 Coverage of Rules on Margin and Credit	
Rule 49.1 Restrictions on Borrowings by TPs, Brokers and Dealers	
Rule 49.1.1 Risk Based Capital Adequacy (RBCA) Requirement	
Rule 49.1.1.5 Net Liquid Capital Rule	
Rule 49.1.1.5.2 Equity Eligible for Net Liquid Capital	
Rule 49.1.1.5.2.1 Equity Per Books	
Rule 49.1.1.5.2.2 Liabilities of the Broker Dealer	
Rule 49.1.1.5.2.4 Deposit for Futures Stock Subscription	
Rule 49.1.1.5.3 Computation of Net Liquid Capital (NLC)	
Rule 49.1.2. Satisfactory Subordination Agreements	
Rule 49.1.2.3.1 Subordinated Loan Agreement	

Rule 52.1 – Accounts and Records, Reports, Examination

Rule 52.1.1. Books and Records Rule

Rule 52.1.1.1.1 Blotter and Similar Records	. 181
Rule 52.1.1.1.1.1 Purchase and Sales Blotter	. 181
Rule 52.1.1.1.1.2 In/Out Receipts Book	. 182
Rule 52.1.1.1.1.3 A Stock Debit Memo (SDM) /Stock Credit Memo (SCM) Book	. 182
Rule 52.1.1.1.1.4 Cash Receipts/ Disbursement Book	. 182
Rule 52.1.1.1.2 General Ledger	. 182
Rule 52.1.1.1.3 Subsidiary Ledgers	. 182
Rule 52.1.1.1.4 Journal Book	. 182
Rule 52.1.1.1.5 Customer's Ledger	. 182
Rule 52.1.1.1.6 Detailed Collateral Valuation Schedule	. 182

Rule 52.1.1.1.7 Securities In Transfer Ledger	. 183
Rule 52.1.1.1.8 Dividends and Interest Received Ledger	. 183
Rule 52.1.1.1.9 Securities Borrowed and Securities Loaned Record	183
Rule 52.1.1.1.10 Record of Monies Borrowed, Monies Loaned,	. 183
Rule 52.1.1.1.11 Record of Securities & Monies Failed to Receive or Failed to Deliver	183
Rule 52.1.1.1.12 Securities Record or Ledger	. 183
Rule 52.1.1.1.13 Order Ticket	. 184
Rule 52.1.1.1.14 Confirmations and Notices	. 184
Rule 52.1.1.1.15 Records on Cash and Margin Accounts	184
Rule 52.1.1.1.16 Monthly Trial Balances and RBCA Computation	. 184
Rule 52.1.1.1.17 Written Supervisory Procedures (WSP)	185
Rule 52.1.1.1.18 Anti-Money Laundering Act (AMLA) Resolutions	. 185
Rule 52.1.1.2 Compliance Reports	. 185
Rule 52.1.1.3 Books and Records In Electronic Form	. 185
Rule 52.1.1.4 Intl Accounting Standards and Phil Financial Reporting Standards	. 185
Rule 52.1.2 Records Retention Rule; Five (5) Years	185
Rule 52.1.3 Keeping of Exchange Records	. 189
Rule 52.1.4 Reports of Exchange Members & Brokers or Dealers	. 189
Rule 52.1.5 Annual Audited Financial Reports of Broker Dealers	. 189
Rule 52.1.6 Customer Account Information Rule	. 190
Rule 52.1.6.1 Requirements For Each Account	
Rule 52.1.6.2 Accounts Other Than Institutional Account	. 191
Rule 52.1.6.3 Discretionary Account	. 191
Rule 52.1.6.4 Corporate or Institutional Account	
Rule 52.1.6.5 Joint Account	
Rule 52.1.6.6 Trust Account	
Rule 52.1.6.7 Numbered Account Prohibited	
Rule 52.1.6.11 Anonymous Account, Account Under Fictitious Name Prohibited	
Rule 52.1.6.12 Face to Face Meeting Required For New Client	
Rule 52.1.6.18 Unique Trading Account Code; Unbundling of Bundled Accounts	
Rule 52.1.6.19 Universal Client Identifier	
Rule 52.1.7 Order Ticket Rule	
Rule 52.1.7.5.2 Prohibited Solicitation	
Rule 52.1.8 Customer Account Statements	
Rule 52.1.9 Customer Complaint Rule	
Rule 52.1.10 Monthly Securities Counts by Brokers Dealers	
Rule 52.1.11 Monthly Aging of Customers Receivable	
Rule 52.1.11.3 Allowance for Doubtful Accounts (ADA)	
Rule 52.1.12 Access to Back Office Records	. 198
Rule 53 Investigations, Injunctions and Prosecutions of Offenses	199
Rule 54 Administrative Sanctions	200

Rule 54.3 Enforcement of Administrative Sanctions	201
Rule 55.1 Settlement Offers	201
Rule 55.1.2 Offer of Settlement Contents	202
Rule 55.1.3 Consideration of Settlement Offers	202
Rule 56 Civil Liabilities on Account of False Registration Statement	204
Rule 57 Civil Liabilities in Connection with Prospectus, Communications & Reports	205
Rule 58 Civil Liability for Fraud in Connection with Securities Transactions	205
Rule 59 Civil Liability for Manipulation of Security Prices	206
Rule 60 Civil Liability with Respect to Commodity Futures Contracts	206
Rule 61 Civil Liability on Account of Insider Trading	206
Rule 62 Limitation of Actions	206
Rule 63 Amount of Damages to be Awarded	207
Rule 64 Cease and Desist Order (CDO)	
Rule 65 Substituted Service Upon the Commission	208
Rule 66 Revelation of Information Filed with the SEC	208
Rule 66.3 Confidential Treatment of Information Filed with SEC	208
Rule 66.4 Non Disclosure of Non-Public Information	209
Rule 66.5 Sharing of Information With Foreign Enforcement Authority	209
Rule 67 Effect of Action and Unlawful Representations	
Rule 70 Judicial Review of Commission Orders	
Rule 71 Validity of Contracts	210
Rule 72.1 General Rules and Regulations for Filing of SEC Forms	211
Rule 72.1.2 Number of Copies; Binding; Signatures	211
Rule 72.1.3 Requirements as to Paper, Printing, Language and Pagination	
Rule 72.1.8 Preparation of Registration Statement and Prospectus	
Rule 72.2 Procedure for Filing Request for Exemptive Relief	
Rule 76 Repealing Clause	
Rule 77 Separability Clause	216