



MODULE	MAE: Markets & Exchanges Module

MARKETS & EXCHANGES MODULE



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MAE-A.1 Purpose

Executive Summary

- MAE-A.1.1 Module MAE sets out the Central Bank of Bahrain's regulatory framework governing licensed exchanges and licensed market operators (other trading instruments platforms) operating in or from the Kingdom of Bahrain.
- MAE-A.1.2 The MAE Module seeks to introduce a consistent, effective and harmonised approach in regulation and supervision of licensed exchanges and licensed market operators in the Kingdom of Bahrain. It sets out the CBB requirements for their authorisation, the initial as well as ongoing compliance requirements.
- MAE-A.1.3 The key principles underlying the approach of the CBB in this Module aim:
- (a) To promote fair, orderly and transparent markets;
 - (b) To facilitate efficient markets for the allocation of capital and the transfer of risks;
 - (c) To reduce systemic risk;
 - (d) To detect and deter manipulation and other unfair trading practices; and
 - (e) To maintain integrity of trading through fair and equitable rules that strike an appropriate balance between the demands of different market participants.
- MAE-A.1.4 Persons or entities undertaking functions falling within the meaning of licensed exchanges and licensed market operators require prior CBB approval. MAE-B.2 provides the definitions for licensed exchanges and licensed market operators which are impacted by this Module. These include entities providing the services including those:
- (a) That provide a platform through which the exchange of securities takes place;
 - (b) Which provide listings of securities for trading;
 - (c) Which which provide trade matching services, as these services may result in a transaction between investors; and
 - (d) Which provide a service which leads an investor to the reasonable expectation that they may trade in securities.

Legal Basis

- MAE-A.1.5 Article 4(4) and Part 2 of the CBB Law provides the power of the CBB to license and exercise regulatory control over financial institutions providing regulated services stated in Article 39, including markets and exchanges.
- MAE-A.1.6 As per Article 39(b) of the CBB Law, the CBB shall issue regulations specifying the regulated services. The operation of a licensed market operator or a licensed exchange is hereby specified as one of the regulated services which require licensing pursuant to Article 40 and Article 44 of the CBB Law.



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MAE-A.2 Module History

Evolution of Module

MAE-A.2.1 This Module was first issued in April 2008. It is dated April 2008. All subsequent changes to this Module are annotated with the end calendar quarter date in which the change was made. Chapter UG provides further details on Rulebook maintenance and version control.

MAE-A.2.2 A list of recent changes made to this Module is provided below:

Module Ref.	Change Date	Description of Changes

Superseded Requirements

MAE-A.2.3 This Module supersedes the following provisions contained in Circulars, or any other regulatory instruments:

Circular/Other Ref.	Provisions	Subject
MOU between CBB and BSE	All	Supervision of BSE
BSE Internal Regulation	Article 5(4)	Registration of Brokers and Market Makers and Listing of Companies. Article 5(4) will be superseded only in so far as the board acts not “in accordance with a resolution to be issued by the Minister”, but rather “in accordance with the requirements of Module MAE”.
	Article 5(16)	Determination of Brokers’ Commission BSE may determine its own fees and commissions, but this will be done by The Board and not through the Minister, and shall be included in the rules of the BSE to be approved by the CBB in terms of this Module.
	Articles 46 & 49	Final accounts and auditing. The first sentence of Article 46 and the whole of Article 49 is superseded by MAE-2.3



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MAE-A.3 Interaction with Other Modules

- MAE-A.3.1 Persons wishing to act as a Clearing House or a Depository should refer to Module CAD (Clearing and Depository) which sets forth the CBB requirements for the operating of and licensing requirements of a Clearing House or Depository.
- MAE-A.3.2 Issuers wishing to seek approval to list securities on exchanges licensed under this Module should refer to Module LIR which sets forth the CBB requirements for the listing of securities on licensed exchanges.
- MAE-A.3.3 Persons wishing to list or trade in securities on exchanges licensed under this Module should refer to Resolution No. (1) of 2004 with Respect to Directives Relating to the Prevention and Prohibition of Money Laundering at the Bahrain Stock Exchange.
- MAE-A.3.4 Licensed exchanges must in addition to complying with the business standards in this Module, refer to and comply with the Module on Corporate Governance (Module COG).
- MAE-A.3.5 Licensed exchanges and licensed market operators must read the inspection and investigation provisions of this Module with the Inspection (Module INS), Investigation (Module INV) and Dispute Resolution (Module DIR) Modules.
- MAE-A.3.6 Licensed exchanges must in addition to complying with investor protection standards in this Module, comply with the Investor Protection Module (Module INP).
- MAE-A.3.7 Licensed exchanges must in addition to complying with the Market Abuse and Market Manipulation preventative measures contained in this Module, comply with the Market Abuse and Market Manipulation (MAB) and Insiders (IND) Modules of Volume 6.



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MAE-A.4 Division of Responsibilities

MAE-A.4.1 A clear division of responsibilities between CBB as the regulator and the licensed exchanges or the licensed market operators as a self regulatory organisation (SRO) is required:

- (a) To maximise the regulatory effectiveness;
- (b) To permit flexibility to the licensed exchanges or the licensed market operators in their functioning
- (c) To achieve greater efficiency and transparency in the enforcement of the laws, rules and regulations; and
- (d) To minimise the regulatory cost.

MAE-A.4.2 As a regulator, CBB's role would be as follows:

- (a) Regulatory supervision;
- (b) Maintaining and promoting fairness, efficiency and transparency within the capital market;
- (c) Acting as an enforcement agency with powers to investigate and take administrative, civil or criminal actions as it may deem appropriate;
- (d) Approving the rules, by-laws and regulations of the licensed exchanges or the licensed market operators, whereby any change in the rules, by-laws and regulations of the licensed exchange or the licensed market operator would need prior approval of CBB; and
- (e) Licensing, supervision, inspection, investigation and enforcement.

MAE-A.4.3 The licensed exchange or the licensed market operator established as an SRO must comply with the requirements laid down under law as well as by the CBB Law, this module and the other applicable laws and regulations.

MAE-A.4.4 As an SRO, the main objective of the exchange or the operator would be to promote:

- (a) Fairness and investor protection;
- (b) Fair access to market facilities and information;
- (c) The provision of timely and accessible relevant market data; and
- (d) The efficient regulation of its members.



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MAE-B.1 Scope

MAE-B.1.1 This Module shall apply to markets operated by a licensed exchange or licensed market operator in or from the Kingdom of Bahrain for the trading of securities, including futures contracts.

MAE-B.1.2 Article 186 of the CBB Law states that the Bahrain Stock Exchange (BSE) is to be regarded as a licensee of the CBB. Accordingly all rules and regulations applicable to markets and exchanges will be applicable to the Bahrain Stock Exchange.



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CHAPTER	MAE-B Purpose

MAE-B.2 Definitions

- MAE-B.2.1 “Business Rules” in relation to a licensed exchange, a futures exchange or a licensed market operator, means the rules, regulations, by-laws or such similar body of statements, by whatever name called, that govern the activities and conduct of:
- The licensed exchange or licensed market operator or;
 - Members of the respective licensed exchange or licensed market operator; and
 - Other persons in relation to it.
- MAE-B.2.3 “Licensed Exchange” means an exchange licensed in respect of the operation of its market in and from the Kingdom of Bahrain.
- MAE-B.2.4 “Licensed Market Operator” means an overseas exchange that is licensed by the CBB to operate a market in the Kingdom of Bahrain.
- MAE-B.2.5 “Listing Rules” in relation to a licensed exchange or a licensed market operator that establishes or operates or proposes to establish or operate a licensed market means rules governing or relating to:
- The admission to the official list of the licensed exchange or licensed market operator of the securities of corporations, governments, bodies unincorporated or other persons for the purpose of the quotation on the securities market of the licensed exchange of securities issued, or made available by such corporations, governments, bodies unincorporated or other persons, or the removal from that official list and for other purposes; or
 - The activities or conduct of corporations governments, bodies unincorporated and other persons who are admitted to that list.
- MAE-B.2.6 “Market” means a place at which, or a facility (whether electronic or otherwise) by means of which, offers or invitations to sell, purchase or exchange securities or futures contracts (including options and derivatives) regularly made on a centralised basis, being offers or invitations that are intended or may reasonably be expected to result, whether directly or indirectly, in the acceptance or making, respectively, of offers to sell, purchase or exchange securities or futures contracts (whether through that place or facility or otherwise).
- MAE-B.2.7 An “exempt exchange” or “exempt market operator” for the purpose of this module means an exchange or a market operator who has been exempted from the requirement of licensing by the CBB.
- MAE-B.2.8 “Member” in relation to a licensed exchange or a licensed market operator, means a person who holds membership of any class or description in the licensed exchange or licensed market operator, whether or not he holds any share in the share capital of the licensed exchange, licensed market operator or designated clearing house, as the case may be and who has been approved by the licensed exchange or the licensed market operator to effect transactions on the floor of the Exchange or under any facility thereof



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MAE-B.2 Definitions (continued)

- MAE-B.2.9 “Overseas Exchange” means an exchange licensed or recognized by a financial services authority in a jurisdiction outside of the Kingdom of Bahrain to operate a licensed market in that jurisdiction
- MAE-B.2.10 “Participant” means a person who may participate in one or more of the services provided by a licensed exchange or a licensed market operator in its capacity as a licensed exchange or licensed market operator respectively.
- MAE-B.2.11 “Person”, for the purpose of this Module, shall mean a natural person, corporation, limited liability company, joint stock company, partnership, association, trust, fund or any organized group of persons whether incorporated or not.
- MAE-B.2.12 “Position” in relation to a securities or futures contract, means a securities or futures contract which is outstanding and which has not been liquidated:
- (a) By an off-setting transaction;
 - (b) By delivery of the securities or the commodity (or any other asset class) underlying the futures contract;
 - (c) Through settlement of the securities or futures contract in accordance with the business rules or practices of a securities or futures market, as the case may be; or
 - (d) By substituting the futures contract for a cash commodity.
- MAE-B.2.13 “Quote” in relation to securities and a securities market of a licensed exchange or of a licensed market operator, means to display or provide, on the securities market of the licensed exchange or licensed market operator, information concerning the particular prices or particular consideration at which offers or invitations to sell, purchase or exchange issued or prescribed securities are made on that securities market, being offers or invitations that are intended or may reasonably be expected to result, directly or indirectly, in the making or acceptance of offers to sell, purchase or exchange issued or prescribed securities.
- MAE-B.2.14 “Securities” means shares or bonds issued by shareholding companies, government debt instruments and the following financial instruments:
- (a) Shares in companies and other securities equivalent to shares in companies or other entities, and depositary receipts in respect of shares;
 - (b) Bonds or other forms of debt, including depositary receipts in respect of such securities;
 - (c) Warrants;
 - (d) Units, rights or interests (however described) of the participants in a collective investment scheme;



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MAE-B.2 Definitions (continued)

- (e) Options, futures and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties (otherwise than by reason of a default or other termination event);
- (f) Options, futures and any other derivative contract relating to commodities that can be physically settled;
- (g) Units to Real Estate Investment Trusts (REITs);
- (h) Index tracking products including Islamic indices;
- (i) Any other financial instrument approved as a financial instrument by the CBB for the purpose of trading such instrument on an exchange; and
- (j) Islamic securities, being those financial instruments that are Shari'a compliant.

MAE-B.2.15 “Transaction Information” means information relating to:

- (a) Offers or invitations to purchase, sell, or exchange securities or futures contracts;
- (b) Executed transactions in securities or futures contracts; and
- (c) Transactions cleared or settled by a designated clearing house.

MAE-B.2.16 “User” in relation to a licensed exchange or a designated clearing house, means a person who is:

- (a) A member of a licensed exchange or designated clearing house; or
- (b) A customer of a member of a licensed exchange or designated clearing house.

MAE-B.2.17 “User Information” means transaction information that is referable to:

- (a) A named user of a licensed exchange or designated clearing house; or
- (b) A group of users, from which the name of a user can be directly inferred of a licensed exchange or designated clearing house.



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MAE-1.1 Requirement to be Licensed

MAE-1.1.1 No person shall establish or operate a market, or hold himself out as operating a market in or from the Kingdom of Bahrain, unless the person is:

- (a) A licensed exchange;
- (b) A licensed market operator; or
- (c) An exempt exchange or market operator.

MAE-1.1.2 No person in the Kingdom of Bahrain shall hold himself out:

- (a) As a licensed exchange unless he is a licensed exchange; or
- (b) As a licensed market operator unless he is a licensed market operator.

MAE-1.1.3 Except with the written approval of the CBB, no person other than a licensed or exempted exchange shall take or use, or have attached to or exhibited at any place:

- (a) The title or description “securities exchange”, “stock exchange”, “futures exchange” or “derivatives exchange” in any language; or
- (b) Any title or description which resembles a title or description referred to in Paragraph MAE-1.1.3 (a).



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MAE-1.2 Application for License

MAE-1.2.1 A person may apply to the CBB to be:

- (a) Licensed as a licensed exchange;
- (b) Licensed as a licensed market operator; or
- (c) An exempt exchange or exempt market operator.

MAE-1.2.2 Unless otherwise approved by the CBB, the exchange shall be established as a joint stock company subject to the Commercial Company Law 2001.

MAE-1.2.3 Where the entity is not a joint stock company, the CBB may impose other structural and disclosure requirements.

MAE-1.2.4 An application for approval as a licensed exchange or licensed market operator under Article 39 of the CBB Law shall be made in Form 1 (Application for Approval as a licensed exchange or licensed market operator) and shall be lodged with the CBB together with:

- (a) Form 2 (Information on Chief Executive Officer and Director) and Form 3 (Information on Shareholders and Subsidiaries);
- (b) Any relevant annex and information specified in those forms;
- (c) A non-refundable prescribed application fee;
- (d) A business plan setting forth the internal controlling procedures of the enterprise;
- (e) A business plan containing a budgeted accounting plan for the first three business years;
- (f) Memorandum and Articles of Association of the corporation, copies of the by-laws, its constitution and powers of management and the manner in which its business is proposed to be transacted;
- (g) Policies and procedures for all the exchange and market operations;
- (h) The proposed organisation structure and the powers and duties of the officials of the exchange or market operator;
- (i) The criteria for admission into the licensed exchange or the operator of various classes of members, the qualifications for membership, and the exclusion, suspension, expulsion and readmission of members therefrom or thereto;
- (j) A description of the proposed trading and settlement system;
- (k) Arrangements for risk management, compliance and internal controls;
- (l) Where activities would be outsourced, copies of contracts and arrangements for oversight of their activities; and



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MAE-1.2 Application for License (continued)

- (m) Business rules covering membership including capital requirements, instruments to be admitted to trading and listing, trading and execution rules, conflicts of interest requirements, professional standards, clearing and depository rules, data transmission, market conduct including avoidance of market abuse, compliance arrangements, and such other rules as may be required by the CBB.

MAE-1.2.5

The applications must include evidence that:

- Any trading conducted will operate in an orderly, transparent and fair manner;
- The licensed exchange or licensed market operator will be subject to regulation by the CBB;
- The licensed exchange or licensed market operator has taken adequate measure to prudently manage any risks associated with its business and operations;
- The licensed exchange or licensed market operator, in discharging its obligations, will not act contrary to the interests of the public, the investing public, or to the requirements of the CBB;
- The licensed exchange or licensed market operator will enforce compliance by its members with its business rules and listing rules;
- The business rules and listing rules of the licensed exchange or licensed market operator make satisfactory provisions for: an orderly, transparent and fair market trading through its facilities; and the proper rules and supervision of its members; and
- The licensed exchange or licensed market operator has sufficient financial, human, and technical resources to establish and operate a fair and efficient system for market trading; meet contingencies or disasters criteria; and provide adequate trading instruments arrangements.

MAE-1.2.6 The CBB may, within 30 days from the date of submission, require an applicant to furnish it with amendments or such additional information or documents as the CBB considers necessary in relation to the application.

MAE-1.2.7 The CBB may refuse to accept any application if:

- It is not completed in accordance with this Module; or
- It is not accompanied by the relevant fee.



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MAE-1.2 Application for License (continued)

MAE-1.2.8 Where strict compliance with any form is not possible, the CBB may in its sole discretion, and upon request from the applicant to this effect, allow for the necessary modifications to be made to that form, or for the requirements of that form to be complied with in such other manner as the CBB thinks fit.

MAE-1.2.9 The applicant may, at any time before a decision has been made about the application, withdraw his application or make amendments to any errors therein or in the supporting documents.



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MAE-1.3 Licensing of Exchanges and Market Operators

MAE-1.3.1 The CBB shall decide on the application within 60 days from the date of receiving the application, complete with all the required information and documents.

MAE-1.3.2 The CBB may grant an in principle approval within 30 days from the date of the application, following which the applicant may take the following steps:
(a) Set up the infrastructure required including the trading systems etc.; and
(b) Take steps for employment of personnel to the exchange.

MAE-1.3.3 However, the operations of the licensed exchange or licensed market operator may only commence after the CBB grants the license to the applicant.

MAE-1.3.4 The CBB may license a person as a licensed exchange or license an overseas exchange as a licensed market operator, subject to such conditions or restrictions as the CBB may think fit to impose by notice in writing, including conditions or restrictions relating to:
(a) The activities that the person may undertake;
(b) The securities or futures contracts that may be traded on any market established or operated by the person; and
(c) The nature of the investors or participants who may use, invest in or participate in the securities or futures contracts traded on any market established or operated by the person.

MAE-1.3.5 The CBB may, at any time, by notice in writing to the person, vary any condition or restriction or impose such further condition or restriction as it may think fit.

MAE-1.3.6 A licensed exchange or a licensed market operator shall, for the duration of the license, satisfy all conditions and restrictions that may be imposed on it.

MAE-1.3.7 Where the CBB rejects an application, the decision and any appeal by the applicant shall be governed by Article 46 of the CBB Law.



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MAE-1.4 Exemption of Exchanges and Market Operators

- MAE-1.4.1 The CBB may:
- Exempt any person operating any market from the requirement under MAE-1.1 to be a licensed exchange or a licensed market operator;
 - Declare that person to be an exempt market operator, by order published in the Gazette; and
 - Impose such conditions or restrictions relating to the exemption as the CBB may think fit, by notice in writing to that person.
- MAE-1.4.2 An application to be exempted from the requirement under MAE-1.2 to be a licensed exchange or a licensed market operator shall be made in Form 4.
- MAE-1.4.3 The CBB may exempt an applicant referred to in MAE-1.4.1 from the requirement under MAE-1.2 if, in the opinion of the CBB, the objectives specified in MAE-1.2.5 can be achieved without regulating the applicant as a licensed exchange or a licensed market operator.
- MAE-1.4.4 An application made under MAE-1.4.1 shall be accompanied by a non-refundable prescribed application fee, which shall be paid in the manner specified by the CBB.
- MAE-1.4.5 The CBB may require an applicant to furnish it with such information or document as the CBB considers necessary in relation to the application.
- MAE-1.4.6 The CBB may, by notice in writing, impose on a person exempted under MAE-1.4.3 such conditions or restrictions relating to the exemption as the CBB may think fit, including conditions or restrictions relating to:
- The activities that the person may undertake;
 - The securities or futures contracts that may be traded on any market established or operated by the person; and
 - The nature of the investors or participants who may use, participate or invest in the securities or futures contracts traded on any market established or operated by the person.
- MAE-1.4.7 The CBB may, at any time, by notice in writing to a person exempted under MAE-1.4.3, vary any condition or restriction referred to in MAE-1.4.6 or impose such further condition or restriction relating to the exemption as the CBB may think fit.
- MAE-1.4.8 The CBB shall give notice in the Gazette of any person exempted under MAE-1.4.3, and such notice may include the conditions or restrictions imposed by the CBB on the person under MAE-1.4.6 in relation to the securities or futures contracts that may be traded on any market established or operated by the person.
- MAE-1.4.9 An exempt market operator shall comply with all conditions or restrictions imposed on it under MAE-1.4.6, 1.4.7, or 1.4.8, as the case may be.



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MAE-1.5 Power of CBB to Revoke Exemption

- MAE-1.5.1 The CBB may revoke any exemption granted to a person under MAE-1.4.3 if:
- The person does not commence operating its market or, where it operates more than one market, all of its markets, within 6 months from the date on which it was granted the exemption;
 - The person ceases to operate its market or, where it operates more than one market, all of its markets;
 - The person contravenes:-
 - any condition or restriction relating to the exemption;
 - any direction issued to it by the CBB; or
 - any provision of the CBB Law or Regulations;
 - The CBB is of the opinion that the person has operated in a manner that is contrary to the interests of the public;
 - The person is in the course of being wound up or otherwise dissolved, whether in Bahrain or elsewhere;
 - A receiver, a receiver and manager or an equivalent person has been appointed, whether in Bahrain or elsewhere, in relation to, or in respect of, any property of the person;
 - The person has been convicted, whether in Bahrain or elsewhere, of an offence involving fraud or dishonesty or the conviction for which involved a finding that it had acted fraudulently or dishonestly;
 - The CBB is of the opinion that the person would be more appropriately regulated as a licensed exchange or a licensed market operator; or
 - Any information or document provided by the person to the CBB is false or misleading.
- MAE-1.5.2 Subject to MAE-1.5.3, the CBB shall not revoke under MAE-1.5.1 any exemption granted to a person without giving the person an opportunity to be heard.
- MAE-1.5.3 The CBB may revoke any exemption granted to a person on any of the following grounds without giving the person an opportunity to be heard:
- The person is in the course of being wound up or otherwise dissolved, whether in Bahrain or elsewhere;
 - A receiver, a receiver and manager or an equivalent person has been appointed, whether in Bahrain or elsewhere, in relation to, or in respect of any property of the person; or
 - The person has been convicted, whether in Bahrain or elsewhere, of an offence involving fraud and dishonesty or the conviction for which involved a finding that it had acted fraudulently or dishonestly.
- MAE-1.5.4 For the purposes of MAE-1.5.1(b), a person shall be deemed to have ceased to operate its market if:
- It has ceased to operate the market for more than 30 days, unless it has obtained the prior approval of the CBB to do so; or
 - It has ceased to operate the market under a direction issued by the CBB.



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MAE-1.5 Power of CBB to Revoke Exemption (continued)

- MAE-1.5.5 Any revocation under MAE-1.5.1 of an exemption granted to a person shall not operate so as to:
- (a) avoid or affect any agreement, transaction or arrangement entered into on a market operated by the person, whether the agreement, transaction or arrangement was entered into before or after the revocation of the exemption; or
 - (b) affect any right, obligation or liability arising under such agreement, transaction or arrangement.
- MAE-1.5.6 The CBB shall give notice in the Gazette of any revocation of an exemption referred to in MAE-1.5.1.



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CHAPTER	MAE-1 Licensing

MAE-1.6 Criteria for Granting License

MAE-1.6.1 The CBB may license a person as a licensed exchange or licensed market operator if:

- (a) The CBB is satisfied that the establishment of a market or exchange to be operated by a person will;
 - 1. Develop the financial sector and enhance confidence therein; and
 - 2. Protect the interests of investors in the market and exchanges and enhance the Kingdom's credibility as an international financial centre; and
- (b) The CBB is satisfied that the person, having applied to be a licensed exchange or licensed market operator under this Module, is able to comply with the obligations or requirements imposed on licensed exchanges or licensed market operators.

MAE-1.6.2 The CBB may have regard to the following matters in determining whether a licensed exchange or licensed market operator has satisfied the criteria referred to in Paragraph MAE-1.6.1 (a) or (b):

- (a) The size and structure, or proposed size and structure, of the market to be operated by the applicant;
- (b) The nature of the services provided, or to be provided, by the market to be operated by the applicant;
- (c) The nature of the securities or futures contracts traded, or to be traded, on the market to be operated by the applicant;
- (d) The nature of the investors or participants, or proposed investors or participants, who may use or have an interest in the market to be operated by the applicant;
- (e) Whether the applicant is regulated by the CBB under this Module or any other law;
- (f) That the rules and by-laws of an applicant are in conformity with such conditions as may be prescribed with a view to ensure fair dealing and to protect investors;
- (g) That the applicant is willing to comply with any other conditions (including conditions as to the number of members) which the CBB, having regard to the nature of the securities dealt with by it, may impose;
- (h) The proposed trading and settlement systems comply with up-to-date industry standards;
- (i) The persons who may be affected in the event that the applicant, or the market to be operated by the applicant, runs into difficulties;
- (j) Where the head office or principal place of business of the applicant is outside Bahrain, whether the applicant in the country or territory in which the head office or principal place of business of the applicant is situated, is subject to requirements and supervision comparable to those in the Kingdom of Bahrain;
- (k) The interests of the public; and
- (l) Any other circumstances that the CBB may consider relevant.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.6 Criteria for Granting License (continued)

- MAE-1.6.3 The applicant must additionally be able to demonstrate to the CBB and the CBB must be satisfied that it has:
- (a) The financial resources, and the management and human resources with appropriate experience, necessary for the operation of a market or exchange;
 - (b) Made arrangements for the proper supervision of all transactions effected through the market or exchange so as to ensure compliance with its rules;
 - (c) Taken sufficient steps to maintain security and back-up procedures to ensure the integrity of the records of transactions effected through the market or exchange;
 - (d) Insurance, a guarantee or compensation fund or other warranty plans in place to enable it to provide compensation, subject to the business rules, to clients; and
 - (e) Made provisions, to the satisfaction of the CBB, for the clearing and settlement of transactions effected through the market or exchange and for the management of trade and settlement risk.
- MAE-1.6.4 In addition, the CBB may, for the purposes of licensing an overseas exchange as a licensed market operator, have regard in addition to any criteria prescribed under Paragraph MAE-1.6.1 whether adequate arrangements exist for cooperation between the CBB and the financial services regulator responsible for the supervision of the operator in the country or territory in which the head office or principal place of business of the operator is situated.
- MAE-1.6.5 In considering whether it is satisfied that an overseas exchange has met the requirements mentioned in Paragraph MAE-1.6.1, the CBB may have regard to:
- (a) The relevant laws and practices of the country or territory in which the head office or principal place of business of the operator is situated; and
 - (b) The rules and practices of the operator.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.7 Surrender of License or Cessation of Business

MAE-1.7.1 A licensed exchange or licensed market operator which intends to cease operating its market or, where it operates more than one market, all of its markets, may apply to the CBB to surrender its approval as a licensed exchange or licensed market operator, as the case may be.

MAE-1.7.2 The CBB may, subject to MAE-1.8.1 cancel the license if it is satisfied that the licensed exchange or licensed market operator referred to in MAE-1.7.1 has ceased operating its market or all of its markets, as the case may be and that there are no pending obligations of the licensed exchange or licensed market operator or contracts traded.

MAE-1.7.3 The licensed exchange or licensed market operator shall publish a notice of its intention to cease to operate its market in 2 daily newspapers, one in Arabic and the other in English, in Bahrain.

MAE-1.7.4 Any objections received from any member, user or participant of the licensed exchange or licensed market operator shall be considered by the CBB prior to issuing its consent for the surrender of license or cessation of business of the exchange or the operator.

MAE-1.7.5 The notice referred to in Paragraph MAE-1.7.3 shall be subject to the approval of the CBB and shall be published at least 30 days prior to the cessation taking effect.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.8 Cancellation or Amendment of License

MAE-1.8.1 The CBB may cancel any license of a person as a licensed exchange or licensed market operator if:

- (a) There exists criteria under MAE-1.2 that the licensed exchange or licensed market operator does not meet and on which grounds the CBB would refuse an application;
- (b) The licensed exchange or licensed market operator does not commence operating its market or, where it operates more than one market, all of its markets within 6 months from the date on which it was granted the license.
- (c) The licensed exchange or licensed market operator ceases to operate its market or, where it operates more than one market, all of its markets.
- (d) The licensed exchange or licensed market operator contravenes:
 1. Any condition or restriction applicable in respect of its license;
 2. Any direction issued to it by the CBB;
 3. Any provision in this Module; or
 4. Any other CBB law, rule or regulation;
- (e) The licensed exchange or licensed market operator operates in a manner that is in the opinion of the CBB, contrary to the interests of the public or user; and
- (f) Any information or document knowingly or willingly provided by the licensed exchange or licensed market operator to the CBB is false or misleading.

MAE-1.8.2 The CBB may not, subject to MAE-1.8.3, cancel any license that was granted to a licensed exchange or licensed market operator without giving the opportunity to be heard.

MAE-1.8.3 The CBB may cancel a license that was granted to a licensed exchange or licensed market operator on any of the following grounds without giving an opportunity to be heard:

- (a) The licensed exchange or licensed market operator is in the course of being wound up or otherwise dissolved, whether in Bahrain or elsewhere;
- (b) A receiver, a receiver and manager, or an equivalent person has been appointed, whether in Bahrain or elsewhere, in relation to or in respect of any property of the licensed exchange or licensed market operator; and
- (c) The licensed exchange or licensed market operator has been convicted, whether in Bahrain or elsewhere, of an offence involving fraud or dishonesty or the conviction for which involved a finding that it had acted fraudulently or dishonestly.

MAE-1.8.4

For the purposes of Paragraph MAE-1.8.3 (c), a licensed exchange or licensed market operator shall be deemed to have ceased to operate its market if:

- (a) It has ceased to operate the market for more than 30 days, unless it has obtained the prior approval of the CBB to do so; or
- (b) It has ceased to operate the market under a direction issued by the CBB.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.8 Cancellation or Amendment of License (continued)

MAE-1.8.5 Any cancellation of a license of a licensed exchange or licensed market operator referred to in Paragraph MAE-1.8.1 shall not operate so as to:

- (a) Avoid or affect any agreement, transaction or arrangement entered into a market operated by the corporation, whether the agreement, transaction or arrangement was entered into before or after the revocation of the license;
or
- (b) Affect any right, obligation or liability arising under such agreement, transaction or arrangement.

MAE-1.8.6 Where the CBB cancels or amends a license of a licensed exchange or licensed market operator, notification to the licensed exchange and an appeal against such a decision shall be governed by Article 48 of the CBB Law.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.9 Annual Fees Payable by Licensed Exchange and Licensed Market Operator

MAE-1.9.1 Every licensed exchange and licensed market operator shall pay to the CBB such annual fees as may be prescribed as may be specified by the CBB.

MAE-1.9.2 The CBB may, where it considers appropriate, refund or remit the whole or any part of any annual fee paid or payable to it.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.10 Publication of the Decision to Grant, Cancel or Amend a License

MAE-1.10.1 The CBB shall publish its decision to grant, cancel or amend a license in the Official Gazette as well as in 2 local newspapers, one published in Arabic and the other in English in Bahrain.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-1 Licensing

MAE-1.11 Place of Business

- MAE-1.11.1** No licensed exchange or licensed market operator may, without a prior written approval of the CBB:
- (a) Open a new place of business in the Kingdom;
 - (b) Close or change an existing place of business in the Kingdom;
 - (c) Open a new place of business abroad if the licensed exchange or licensed market operator is not an overseas exchange; and
 - (d) The CBB may restrict its approval stipulated in MAE-1.6.1, subject to any other conditions, as it may deem necessary.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-2 Obligation of Licensed Exchanges and Market Operators

MAE-2.1 General Obligations

Licensing Requirements

MAE-2.1.1

A licensed exchange or licensed market operator shall, in respect of every market it operates:

- (a) As far as is reasonably practicable, ensure that the market is fair, orderly and transparent;
- (b) Manage any risks associated with its business and operations prudently;
- (c) Not act contrary to the interests of the public, having particular regard to the interests of the investing public;
- (d) Ensure that access for participation in its facilities is subject to criteria that are fair and objective, and that are designed to ensure the orderly functioning of the market and to protect the interests of the investing public;
- (e) Maintain business rules and, where appropriate, listing rules that make satisfactory provision for:
 1. A fair, orderly and transparent market in securities and futures contracts that are traded through its facilities; and
 2. The proper regulation and supervision of its members;
- (f) Enforce compliance with its business rules and, where appropriate, its listing rules;
- (g) Have sufficient financial, human and system resources:
 1. To operate a fair, orderly and transparent market;
 2. To meet contingencies or disasters; and
 3. To provide adequate security arrangements;
- (h) Ensure that it appoints or employs fit and proper persons as its chairman, chief executive officer, directors and key management officers;
- (i) Have a well designed Disaster Recovery Procedures in place and the same shall be submitted to the CBB;
- (j) Have the capacity, authority, expertise and resources to enforce compliance by its members, shareholders, users and participants with laws, regulations and rules;
- (k) Ensure that the rules and regulations of the stock exchange are clearly expressed, understandable and readily available to anyone who needs to use them;
- (l) Ensure that the rules are applied equally to all participants without favour or discrimination;
- (m) Ensure that there is a system in place to record all trades and capture order entry data for surveillance purposes;
- (n) Ensure that it has a complaints and whistleblowing procedure; and



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- (o) Have an operating manual, including the structure of the licensed exchange or licensed market operator.



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MAE-2.1 General Obligations (continued)

Notification Requirements

MAE-2.1.2

A licensed exchange or licensed market operator shall, as soon as practicable after the occurrence of any of the following circumstances, notify the CBB of the circumstance:

- (a) Any material change to the information provided by the licensed exchange or licensed market operator in its application under MAE-1.2;
- (b) The carrying on of any business by the licensed exchange or licensed market operator other than:
 1. The business of operating a market;
 2. A business incidental to operating a market; or
 3. Such business or class of businesses as the CBB may prescribe;
- (c) The acquisition by the licensed exchange or licensed market operator of a substantial shareholding in a corporation which does not carry on:
 1. The business of operating a market;
 2. A business incidental to operating a market; or
 3. Such business or class of businesses as the CBB may prescribe;
- (d) The licensed exchange or licensed market operator becoming aware of a financial irregularity or other matter which in its opinion:
 1. May affect its ability to discharge its financial obligations; or
 2. May affect the ability of a member of the licensed exchange or licensed market operator to meet its financial obligations to the licensed exchange or licensed market operator;
- (e) The licensed exchange or licensed market operator reprimanding, fining, suspending, expelling or otherwise taking disciplinary action against a member of the licensed exchange or licensed market operator;
- (f) The licensed exchange or licensed market operator reprimands, suspends, dismisses or otherwise takes disciplinary action against any of its directors, or key management officers or if any director or key management officer is subject to an order or petition of bankruptcy or criminal prosecution;
- (g) Any civil or criminal legal proceeding instituted against the licensed exchange or licensed market operator, whether in Bahrain or elsewhere;



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- (h) Any disciplinary action taken against the licensed exchange or licensed market operator by any regulatory body, whether in Bahrain or elsewhere, other than the CBB;
- (i) Any significant change to the regulatory requirements imposed on the licensed exchange or licensed market operator by any regulatory body, whether in Bahrain or elsewhere, other than the CBB;



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MAE-2.1 General Obligations (continued)

- (j) A failure by the licensed exchange or licensed market operator to adhere to the trading days, hours or sessions of the licensed exchange or licensed market operator;
- (k) Any disruption of, delay in, suspension of, or termination in any trading procedure or trading practice of the licensed exchange or licensed market operator including those resulting from any system failure;
- (l) Any other matter that the CBB may specify by notice in writing to the licensed exchange or licensed market operator.

MAE-2.1.3. The CBB may, at any time after receiving a notification referred to in Paragraph MAE-2.1.2 and after providing the licensed exchange and licensed market operator an opportunity to be heard, issue directions to the licensed exchange or licensed market operator:

- (a) Where the notification relates to a matter referred to in Paragraph MAE-2.1.1 (b):
 - 1. To cease carrying on the first-mentioned business referred to in Paragraph MAE-2.1.1 (b); or
 - 2. To carry on the first-mentioned business referred to in Paragraph MAE-2.1.1 (b) subject to such conditions or restrictions as the CBB may impose; or
- (b) Where the notification relates to a matter referred to in Paragraph MAE-2.1.1 (c):
 - 1. To dispose of the shareholding referred to in Paragraph MAE-2.1.1 (c); or
 - 2. To exercise its rights relating to such shareholding subject to such conditions or restrictions as the CBB may impose, and the licensed exchange or licensed market operator shall comply with such directions.

MAE-2.1.4

Where a circumstance referred to in MAE-2.1.1 has occurred, the licensed exchange or licensed market operator shall, in addition to the notification required under Paragraph MAE-2.1.1, within 14 days of the occurrence of the circumstance or such longer period as the CBB may permit, submit a report to the CBB of the circumstances relating to the occurrence, the remedial actions taken at the time of the occurrence, and the subsequent follow-up actions that the licensed exchange or licensed market operator has taken or intends to take.

MAE-2.1.5 An exchange may levy on its members, participants and users such fees as it may deem necessary in the form of:

- (a) membership fees; and/or
- (b) listing fees



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MAE-2.1 General Obligations (continued)

- MAE-2.1.6 The fees shall be paid quarterly, semi-annually or annually at the discretion of the exchange.
- MAE-2.1.7 A licensed exchange or licensed market operator shall, within a reasonable period of time prior to entering into negotiations to establish a trading linkage, clearing arrangement or cooperative arrangement with the person establishing or operating an overseas market or clearing facility, notify the CBB of such intent to enter into negotiations.
- MAE-2.1.8 In Paragraph MAE-2.1.7, “cooperative arrangement” shall not include:
- (a) Any joint development of products and services;
 - (b) Any joint marketing efforts between the licensed exchange and the person operating an overseas market or clearing facility in promoting the services of either entity; or
 - (c) Any memoranda of understanding for the exchange of information.



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CHAPTER	MAE-2 Obligation of Licensed Exchanges and Market Operators

MAE-2.2 Obligation to Maintain Proper Records

MAE-2.2.1

Every licensed exchange or licensed market operator shall ensure that all relevant books and other information, as may be required by the CBB for the purposes of this Module, be kept for a minimum of 10 years.



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CHAPTER	MAE-2 Obligation of Licensed Exchanges and Market Operators

MAE-2.3 Final Accounts and Auditing

MAE-2.3.1 Every licensed exchange or licensed market operator shall appoint one or more qualified and experienced external auditors for its accounts for every financial year. A prior written approval by the CBB will be required before appointing an auditor.

MAE-2.3.2 If a licensed exchange or licensed market operator fails to appoint an auditor within 4 months from the beginning of the financial year, the CBB shall appoint such auditor.

MAE-2.3.3 The licensed exchange or licensed market operator shall pay the fees of the auditor regardless of the manner in which such auditor is appointed.

MAE-2.3.4 An auditor shall not be the chairman or a director in the licensed exchange or licensed market operator's board or a managing director, agent, representative or taking up any administrative work therein, or supervising its accounts, or a next of kin to someone who is responsible for the administration or accounts of a licensed exchange or licensed market operator, or having an extraordinary interest in a licensed exchange or licensed market operator as the CBB may determine.

MAE-2.3.5 If any of the circumstances referred to in the preceding Paragraph occurs after the appointment of the auditor, the licensed exchange or licensed market operator must appoint another auditor.

MAE-2.3.6 The licensed exchange or licensed market operator shall provide the external auditor with all information and assistance necessary for carrying out his duties.

MAE-2.3.7 The duties of the auditor shall include the preparation of a report on the final accounts. The report shall contain a statement on whether the licensed exchange or licensed market operator's accounts are correct and reflect the actual state of affairs of the licensed exchange or licensed market operator according to the auditing standards prescribed by the CBB and whether the licensed exchange or licensed market operator has provided the auditor with any required information and clarifications.

MAE-2.3.8 The final audited accounts shall be presented to the general meeting of the licensed exchange or licensed market operator together with the auditor's report. A copy of these documents shall be sent to the CBB at least 15 days before the date of the general meeting.



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CHAPTER	MAE-2 Obligation of Licensed Exchanges and Market Operators

MAE-2.3 Final Accounts and Auditing (continued)

MAE-2.3.9 If the licensed exchange or licensed market operator is a foreign company, a copy of its final audited accounts together with the auditor's report shall be sent to its main office abroad.

MAE-2.3.10 Every licensed exchange or licensed market operator must, within 3 months following every financial year, send to the CBB and make public its final audited accounts, for all the transactions carried out until year end as well as any other financial statements required by the CBB. Extracts of the final audited accounts shall be published in 2 local daily newspapers, one in Arabic and the other in English.

MAE-2.3.11 The final accounts shall be prepared in accordance with the IFRS or where the licensed exchange or licensed market operator is an Islamic institution the final accounts shall be prepared in accordance with AAIOFI Standards and shall be certified by the licensed exchange or licensed market operator's external auditors.



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MAE-2.4 Obligation to Submit Periodic Reports

MAE-2.4.1

A licensed exchange or licensed market operator shall submit to the CBB:

- (a) Within 3 months after the end of its financial year or such longer period as the CBB may permit, a copy of its:
 1. Annual report and directors' report; and
 2. Auditors' report;
- (b) Within 45 days after the end of each of the first 3 quarters of its financial year or such longer period as the CBB may permit, or the preceding quarter, in such form as may be approved by the CBB, a copy of its:
 1. Profit and loss accounts; and
 2. Balance sheet;
- (c) Within 3 months after the end of its financial year or such longer period as the CBB may permit, a report on how the licensed exchange or licensed market operator has discharged its responsibilities under the CBB Law and these Rules during that financial year;
- (d) Within 3 months after the end of its financial year or such longer period as the CBB may permit, a copy of the balance sheet of any fidelity fund of the licensed exchange prepared in such form as may be approved by the CBB;
- (e) The following reports relating to the business of the licensed exchange or licensed market operator:
 1. Prescribed monthly statistics in Form 5 within 10 business days from the end of the month;
 2. Prescribed quarterly statistics in Form 6 within 10 business days from the end of each quarter; and
 3. Where the licensed exchange is operating a futures market, Form 7 within 10 business days from the end of each month;
- (f) Such other report as the CBB may require for the proper administration of this Module, at such time or on such periodic basis as may be required by the CBB.

MAE-2.4.2

The auditors' report referred to in Paragraph MAE-2.4.1 (a)1 shall unless otherwise provided to the CBB by way of a management letter, include the findings and recommendations of the auditors, if any, on the internal controls of the licensed exchange or licensed market operator; and

- (a) Any provision of this Module;
- (b) Any direction issued by the CBB under this Module; or
- (c) Any other relevant laws or regulations.



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MAE-2.5 Obligation to Assist CBB

MAE-2.5.1 A licensed exchange and licensed market operator shall provide such assistance to the CBB as the CBB may require for the performance of the functions and duties of the CBB, including the furnishing of such returns and the provisions of:

- (a) Such books and information:
 - 1. Relating to the business of the licensed exchange or licensed market operator; or
 - 2. In respect of such dealings in securities or trading in futures contracts; and
- (b) Such other information, as the CBB may require for the proper administration of this Module.

MAE -2.5.2 The CBB may at its discretion:

- (a) Call for the provision of additional information about the affairs of the exchange or the operator;
- (b) Carry out inspections of the office of the exchanges and inspect the books of accounts and other relevant books of the exchange or the operator; and
- (c) Appoint one or more person to inquire into the affairs of the exchange or operator.



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MAE-2.6 Obligation to Maintain Confidentiality

MAE-2.6.1

Subject to Paragraph MAE-2.6.2, a licensed exchange and licensed market operator and its officers and employees shall maintain, and aid in maintaining the confidentiality of all user information that:

- (a) Comes to the knowledge of the licensed exchange or licensed market operator, or any of its officers or employees; and
- (b) Is in possession of the licensed exchange or licensed market operator, or any of its officers or employees.

MAE-2.6.2

Paragraph MAE-2.6.1 shall not apply to:

- (a) The disclosure of user information for such purposes, or in such circumstances as the CBB may prescribe;
- (b) Any disclosure of user information which is authorised by the CBB to be disclosed or furnished; or
- (c) The disclosure of user information pursuant to any requirement imposed under any law or order of court in the Kingdom of Bahrain.

MAE-2.6.3

For the avoidance of doubt, nothing in this section shall be construed as preventing a licensed exchange or licensed market operator from entering into a written agreement with a user which obliges the licensed exchange or licensed market operator to maintain a higher degree of confidentiality than that specified in this section.



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MAE-2.7 Exceptions to Obligation to Maintain Confidentiality

MAE-2.7.1 The obligation to maintain confidentiality shall not apply to the disclosure of user information by a licensed exchange or licensed market operator, or its officers or employees for the following purposes or in the following circumstances:

- (a) The disclosure of user information is necessary for the making of a complaint or report under any law for an offence alleged or suspected to have been committed under such law;
- (b) The disclosure of user information is permitted for such purpose specified in writing by the user or, where the user is deceased, by his appointed personal representative;
- (c) The disclosure of user information is necessary for the execution by the licensed exchange or licensed market operator of a transaction in any securities or futures contracts or clearing or settlement of a transaction and such disclosure is made only to another user which is:
 1. A party to the transaction; or
 2. A member of a licensed exchange or licensed market operator, or a designated clearing house through which that transaction is executed, cleared or settled;
- (d) The disclosure of user information is necessary:
 1. In any disciplinary proceedings of the licensed exchange or licensed market operator, provided that reasonable steps are taken to ensure that user information disclosed to any third person is used strictly for the purpose for which the user information is disclosed; or
 2. For the publication, in any form or manner, of the disciplinary proceedings and the outcome thereof;
- (e) The user information disclosed is already in the public domain;
- (f) The disclosure of user information is made in connection with:
 1. The outsourcing or proposed outsourcing of any function of the licensed exchange or licensed market operator to a third party;
 2. The engagement or potential engagement of a third party by the licensed exchange or licensed market operator to create, install or maintain systems of the licensed exchange or licensed market operator; or
 3. The appointment or engagement of an auditor, a lawyer, a consultant or other professional by the licensed exchange or licensed market operator under a contract for service;
- (g) The disclosure of user information is necessary in:
 1. An application for a grant of probate or letters of administration or the resealing thereof in relation to the estate of a deceased user; or
 2. The administration of the estate of a deceased user, including such disclosure as may be required for this purpose by the relevant authority; or
- (h) The disclosure of user information is made in connection with:
 1. In the case where the user is an individual, the bankruptcy of a user; or
 2. In the case where the user is a body corporate, the winding up or receivership of a user.



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MAE-2.7 Exceptions to Obligation to Maintain Confidentiality (continued)

MAE-2.7.2

Where user information is disclosed under MAE-2.7.1 (f), the licensed exchange or licensed market operator shall:

- (a) Maintain a record of the circumstances relating to the disclosure of user information referred to in MAE-2.7.1 (f); and the particulars of:
 - 1. In the case of the disclosure of information under MAE-2.7.1 (f), the outsourcing of the function of the licensed exchange;
 - 2. In the case of the disclosure of information under MAE-2.7.1 (f), the engagement of the third party; and
 - 3. In the case of the disclosure of information under MAE-2.7.1 (f), the appointment or engagement of the auditor, lawyer, consultant or other professional and make that record available for inspection by the CBB;
- (b) Disclose the user information only insofar as this is necessary for the relevant purpose; and
- (c) Take reasonable steps to ensure that the user information disclosed is used by the person to whom the disclosure is made strictly for the relevant purpose, and that the user information is not disclosed by that person to any other person except with the consent of the licensed exchange or licensed market operator.

MAE-2.7.3 Where disclosure of user information is permitted to be made for any purpose or in any circumstance under Paragraph MAE-2.7.1 to a body corporate, the user information may be disclosed only to those officers of the body corporate to whom the disclosure is necessary for the relevant purpose.

MAE-2.7.4 In Paragraphs MAE-2.7.2 and MAE-2.7.3, “relevant purpose” means:

- (a) In the case of the disclosure of information under Paragraph MAE-2.7.1 (f), facilitating the outsourcing of the function of the licensed exchange or licensed market operator;
- (b) In the case of the disclosure of information under Paragraph MAE-2.7.1 (f), facilitating the engagement of the third party; and
- (c) In the case of the disclosure of information under Paragraph MAE-2.7.1 (f), facilitating the appointment or engagement of the auditor, lawyer, consultant or other professional.



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MAE-2.8 Provision of Information to Investors

MAE-2.8.1

A licensed exchange or licensed market operator shall:

- (a) Make available upon request by; or
- (b) Publish in a manner that is accessible to, any investor who accesses or potential investor who may access, any market that the licensed exchange or licensed market operator operates information on:
 - 1. All services of the licensed exchange or licensed market operator;
 - 2. All products available on the market operated by the licensed exchange or licensed market operator;
 - 3. Applicable fees and charges;
 - 4. Applicable margin requirements; and
 - 5. Any arrangement that may be in place to compensate an investor who suffers pecuniary loss as a result of these activities or insolvency of a participant of the licensed exchange or licensed market operator.

MAE-2.8.2

In Paragraph MAE-2.8.1 “investor” means:

- (a) In the case where the licensed exchange is incorporated in Bahrain, any investor, whether in Bahrain or elsewhere; and
- (b) In the case of licensed market operators, any investor in Bahrain.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-2 Obligation of Licensed Exchanges and Market Operators

MAE-2.9 Transmission and Storage of User Information

MAE-2.9.1 A licensed exchange or licensed market operator shall take all reasonable measures to maintain the integrity and security of the transmission and storage of user information.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-2 Obligation of Licensed Exchanges and Market Operators

MAE-2.10 Business Continuity Plan

MAE-2.10.1 A licensed exchange or licensed market operator shall maintain at all times a plan of action (referred to in this regulation as a business continuity plan) setting out the procedures and establishing the systems necessary to restore fair, orderly and transparent operations of any market it operates, in the event of any disruption to the operations of the market.

MAE-2.10.2 A licensed exchange or licensed market operator shall review the procedures and systems referred to in MAE-2.10.1 on such regular basis as may be specified in the business continuity plan.

MAE-2.10.3 A licensed exchange or licensed market operator shall immediately notify the CBB of any activation of its business continuity plan and of any action taken or intended to be taken to restore fair, orderly and transparent operations of any market it operates.

MAE-2.10.4 A licensed exchange or licensed market operator shall, within 14 days or such longer period as the CBB may permit, inform the CBB of any material change to the business continuity plan, and shall submit at the request of the CBB, a copy of the new plan to the CBB.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.1 General Obligations

MAE-3.1.1 The CBB may prescribe the matters that a licensed exchange or licensed market operator shall make provision for in the business rules or listing rules of the licensed exchange or licensed market operator and the licensed exchange or licensed market operator shall make provision for those matters in its business rules or listing rules, as the case may be.

MAE-3.1.2 A licensed exchange or licensed market operator shall provide the business rules and listing rules in conformity with law and relevant CBB regulations or directives.

MAE-3.1.3 Any reference to an amendment to a business rule or listing rule shall be construed as a reference to a change to the scope of or to any requirement, obligation or restriction under the business rule or listing rule, as the case may be, whether the change is made by an alteration to the text of the rule or by any other notice issued by or on behalf of the licensed exchange or licensed market operator.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.2 Content of Rules of Licensed Exchanges

MAE-3.2.1

For the purposes of MAE-3.1.2, a licensed exchange or licensed market operator shall in its business rules or in its listing rules as the case may be, make provision to the satisfaction of the CBB for:

- (a) The criteria that it would use to determine the admission, or denial of admission, of persons to or from membership;
- (b) Continuing requirements for each member, including requirements:
 1. That prohibit or prevent the member from engaging in improper conduct when dealing as an agent for the customers of the member on any market operated by the licensed exchange or licensed market operator;
 2. That prohibit or prevent the member from engaging in improper conduct when participating in any market operated by the licensed exchange or licensed market operator;
 3. On the financial condition of the member such as to provide reasonable assurance that all obligations arising out of the activities of the member in any market operated by the licensed exchange or licensed market operator will be met;
 4. That facilitate the monitoring by the licensed exchange or licensed market operator of the compliance of the member with the business rules of the licensed exchange or licensed market operator; and
 5. That provide for the expulsion, suspension or disciplining of members for conduct inconsistent with just and equitable principles in the transaction of business, or for a contravention of the business rules of the licensed exchange or licensed market operator;
- (c) The class or classes of securities or futures contracts that may be traded on any market operated by the licensed exchange or licensed market operator;
- (d) The terms and conditions under which securities may be listed for quotation by the licensed exchange;
- (e) The terms and conditions relating to the calculation of the final settlement price, the daily price limits and the accumulation of positions of futures contracts traded on any market operated by the licensed exchange or licensed market operator;



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.2 Content of Rules of Licensed Exchanges (continued)

- (f) The manner in which trades in securities or futures contracts are effected on any market operated by the licensed exchange or licensed market operator;
- (g) Where the licensed exchange or licensed market operator operates a trading floor, fair and properly supervised floor trading practices;
- (h) The measures to prevent and deal with manipulation, market rigging and artificial market conditions in any market operated by the licensed exchange or licensed market operator;
- (i) The arrangements for the safe and efficient clearing and settlement of trades concluded on any market operated by the licensed exchange or licensed market operator;
- (j) The establishment of any compensation arrangement, or any other scheme or system accepted by the CBB, which would compensate any customer who suffers pecuniary loss through the defalcation of a member, or any of its directors, officers, employees or representatives, in respect of any money or other property:
 - 1. That was entrusted to or received by a member, or any of its directors, officers, employees, or representatives, for or on behalf of the customer; or
 - 2. In respect of which the member was a trustee;
- (k) The dissemination of announcements by companies listed on any market operated by the licensed exchange or licensed market operator through a single and central facility; and
- (l) The carrying on of business of the licensed exchange or licensed market operator with due regard to the interests and protection of the investing public.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.3 Amendment of Business Rules and Listing Rules

- MAE-3.3.1** A licensed exchange or licensed market operator which intends to amend its business rules or listing rules shall, prior to making the amendment, notify the CBB of:
- (a) The proposed amendment;
 - (b) The purpose of the proposed amendment; and
 - (c) The date on which the proposed amendment is intended to come into force.
- MAE-3.3.2 The licensed exchange shall, prior to notifying the CBB under MAE-3.3.1, consult its users and participants on the proposed amendment, unless the proposed amendment would have limited impact on its users and participants.
- MAE-3.3.3 Provided however that on receipt of the notification, if CBB is of the opinion that the users and the participants would be impacted by the amendments, it may require the licensed exchange to consult its users and participants.
- MAE-3.3.4 Subject to Paragraphs MAE-3.3.5 and MAE-3.3.7, an amendment shall not come into force unless the notification referred to in Paragraph MAE-3.3.1 is submitted at least 21 days before the date on which the amendment is proposed to come into force.
- MAE-3.3.5 The CBB may, on its own initiative or on the application of the licensed exchange or licensed market operator, by notice in writing to the licensed exchange or licensed market operator, make or allow an amendment to come into force before the expiry of the period of 21 days referred to in Paragraph MAE-3.3.2.
- MAE-3.3.6 The CBB may, subject to Paragraph MAE-3.3.7, within 21 days after the receipt of the notification referred to in Paragraph MAE-3.3.1, by notice in writing to the licensed exchange, disallow, alter or supplement the whole or any part of the proposed amendment and, thereupon such whole or part of the proposed amendment as the case may be:
- (a) Where it is disallowed, shall not come into force; or
 - (b) Where it is altered or supplemented, shall come into force as altered or supplemented accordingly.
- MAE-3.3.7 The CBB, may on its own initiative, by notice in writing to the licensed exchange or licensed market operator, vary the period specified in Paragraph MAE-3.3.6, and where the period in that paragraph is extended, the amendment shall not come into force before the expiry of the extended period.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.4 Business Rules of Licensed Exchanges and Licensed Market Operators have Effect as Contract

MAE-3.4.1 The business rules of a licensed exchange or licensed market operator shall be deemed to be, and shall operate as, a binding contract:

- (a) Between the licensed exchange or licensed market operator and each member; and
- (b) Between each member and every other member.

MAE-3.4.2 The licensed exchange or licensed market operator and each member shall be deemed to have agreed to observe and perform the provisions of the business rules that are in force for the time being, so far as those provisions are applicable to the licensed exchange or licensed market operator, or that member, as the case may be.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.5 Determination of Position and Trading Limits

MAE-3.5.1

The position and trading limits in respect of any security or contract including futures and options contracts traded by, through or with a member of a licensed exchange or licensed market operator which holds an appropriate license to trade such contracts, shall be determined from time-to-time by the licensed exchange or licensed market operator using such criteria or methodology as may be established by the licensed exchange or licensed market operator with the approval of the CBB.

MAE-3.5.2 The position and trading limits under Paragraph MAE-3.5.1 may include limits on a person holding or controlling positions, separately or in combination, net long or net short, for the purchase or sale of any securities or contracts, including futures or options contracts.

MAE-3.5.3 The licensed exchange or licensed market operator:

- (a) Shall require a person or any person acting for him pursuant to an express or implied agreement or understanding, who holds or controls net long or net short positions in any contract in excess of the position limits determined under Paragraph MAE-3.5.1, to trade under such conditions and restrictions as the licensed exchange or licensed market operator considers necessary to ensure compliance with the position limits determined under that Paragraph; and
- (b) May require the person referred to in MAE-3.5.3 (a) to do one or more of the following actions:
 - 1. Cease any further increase in his position;
 - 2. Liquidate his position to comply with the position limits determined under Paragraph MAE-3.5.1 within such time as may be determined by the licensed exchange or licensed market operator; and
 - 3. Be subject to higher margin requirements in respect of his position.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.6 Non-Compliance with Business Rules or Listing Rules not to Substantially Affect Rights of Person

- MAE-3.6.1 Any failure by a licensed exchange or licensed market operator to comply with:
- (a) This Module;
 - (b) Its business rules; or
 - (c) Where applicable, its listing rules;
- in relation to a matter shall not prevent the matter from being treated, for the purposes of this Module as done in accordance with the business rules or listing rules, so long as the failure does not substantially affect the rights of the person entitled to require compliance with the business rules or listing rules.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.7 Requirements to Register Trading Personnel

MAE-3.7.1 The exchange shall make provision for the registration with the CBB of personnel having access to trading facilities or trading terminals and restricting access only to such registered personnel of the members.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.8 Compliance Officer

MAE-3.8.1 Every licensed exchange or licensed market operator must appoint a Compliance Officer. The Compliance Officer is responsible for discharging the obligations of the licensed exchange or the licensed market operator.

MAE-3.8.2 In accordance with MAE-3.8.1:

- (a) The Compliance Officer should be competent and knowledgeable regarding the CBB Laws, rules and regulations of the securities market and the various applicable modules;
- (b) The Compliance Officer shall:
 - 1. monitor the transactions undertaken by their members or participants;
 - 2. identify disorderly trading conditions or conduct that may involve market abuse;
 - 3. identify and monitor transactions undertaken by insiders;
 - 4. identify any breach of CBB Law, rules and regulations;
- (c) The licensed exchange or the licensed market operator shall on the identification of any breach referred to in MAE-3.8.2 (b) report such breach to the CBB without delay for the investigation and prosecution of market abuse and shall provide full assistance to the latter in investigating and prosecuting market abuse occurring on or through the systems of the licensed exchange or licensed market operator.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-3 Rules of Licensed Exchanges

MAE-3.9 Outsourcing

- MAE-3.9.1 The licensed exchange or the licensed market operator seeking to outsource functions or activities should have the following in place:
- (a) Comprehensive policy to guide the assessment of whether and how these functions or activities can be appropriately outsourced;
 - (b) The Board shall have the responsibility for the outsourcing policy and related overall responsibility for activities undertaken under that policy;
 - (c) The licensed exchange or the licensed market operator retains the ultimate responsibility for the functions or activities that are outsourced;
 - (d) The licensed exchange or the licensed market operator must notify the CBB and seek its approval before committing to an outsourcing arrangement;
 - (e) The licensed exchange or the licensed market operator must maintain and regularly review contingency plans to enable them to set-up alternative arrangements should the outsourcing provider fail;
 - (f) The exchange must nominate a member of senior management with day-to-day responsibility for handling the relationship with the outsourcing provider and ensuring that relevant risks are addressed;
 - (g) All the outsourcing contract must be legally enforceable;
 - (h) A notice period of at least three months shall be required from the outsourcing party to terminate the contract; and
 - (i) On termination all data pertaining to the licensed exchange or the licensed market operator shall be returned by the outsource provider to the licensed exchange or the licensed market operator.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-4 Instruments, Transactions and Contracts

MAE-4.1 Listing of Contracts and Instruments

MAE-4.1.1

No licensed exchange or licensed market operator shall without the approval of the CBB, list, delist, or permit the trading of:

- (a) Any securities, contracts, instruments or transactions;
- (b) Any right, option or derivative in respect of any debentures, stocks or shares;
- (c) Any right under a contract for differences or under any other contract the purpose or purported purpose of which is to secure a profit or avoid a loss by reference to fluctuations in:
 - 1. The value or price of any debentures, stocks or shares;
 - 2. The value or price of any group of debentures, stocks or shares; or
 - 3. An index of any debentures, stocks, or shares.

MAE-4.1.2 The CBB may grant approval for a licensed exchange or licensed market operator to list, delist or permit the trading of any contract or instrument, or any class of contracts or instruments referred to in Paragraph MAE-4.1.1, subject to such conditions or restrictions as the CBB may think fit to impose by notice in writing to the licensed exchange or licensed market operator.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-4 Instruments, Transactions and Contracts

MAE-4.2 Listing of Licensed Exchanges on Securities Market

- MAE-4.2.1 The securities of a licensed exchange shall not be listed for quotation on a securities market that is operated by the licensed exchange or any of its related companies unless the licensed exchange and the operator of the securities market have entered into such arrangements as the CBB may require:
- (a) For dealing with possible conflicts of interest that may arise from such listing; and
 - (b) For the purpose of ensuring the integrity of the trading of the securities of the licensed exchange on the securities market.
- MAE-4.2.2 Where the securities of a licensed exchange are listed for quotation on a securities market operated by the licensed exchange or any of its related companies, the listing rules of the securities market shall be deemed to allow the CBB to act in place of the operator of the securities market in making decisions and taking action, or to require the operator of the securities market to make decisions and to take action on behalf of the CBB on:
- (a) The admission or removal of the licensed exchange to or from the official list of the securities market; and
 - (b) Granting approval for the securities of the licensed exchange to be or stopping or suspending the securities of the licensed exchange from being listed for quotation or quoted on the securities market.
- MAE-4.2.3 The CBB may, by notice in writing to the operator of the securities market:
- (a) Modify the listing rules of the securities market for the purpose of their application to the listing for quotation or trading of the securities of the licensed exchange; or
 - (b) Waive the application of any listing rule of the securities market to the licensed exchange.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-4 Instruments, Transactions and Contracts

MAE-4.3 Suspension of Securities

MAE-4.3.1 Where the CBB is of the opinion that it is necessary to prohibit trading in particular securities or contracts listed or traded on a licensed exchange or licensed market operator, as the case may be;

- (a) In order to protect persons buying or selling the securities or contracts; or
- (b) In the interests of the public;

the CBB may give notice in writing to the licensed exchange or licensed market operator stating that it is of that opinion and setting out the reasons for its opinion.

MAE-4.3.2 If after the receipt of the notice given under Paragraph MAE-4.3.1, the licensed exchange or licensed market operator fails to take any action in relation to those securities or contracts on that market and the CBB continues to be of the opinion that it is necessary to prohibit trading in those securities or contracts on that market, the CBB may by notice in writing to the licensed exchange or licensed market operator, prohibit trading in those securities or contracts on that market for such period, as is specified in the notice.

MAE-4.3.3 Where the CBB gives a notice to a licensed exchange or licensed market operator under Paragraph MAE-4.3.2, the CBB shall:

- (a) At the same time send a copy of the notice to the issuer of such security or participant, as the case may be; and
- (b) As soon as practicable, furnish to the licensed exchange or licensed market operator a written report setting out the reasons for giving the notice.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-4 Instruments, Transactions and Contracts

MAE-4.4 Emergency Powers of the CBB

- MAE-4.4.1 Where the CBB has reason to believe that an emergency exists, or thinks that it is necessary or expedient in the interests of the public or a section of the public or for the protection of investors, the CBB may direct by notice in writing a licensed exchange or licensed market operator to take such action as it considers necessary to maintain or restore orderly trading in securities or futures contracts or any class of securities or futures contracts.
- MAE-4.4.2 Without prejudice to MAE-4.4.1, these activities which the CBB may direct a licensed exchange or licensed market operator to take shall include:
- (a) Terminating or suspending trading on the licensed exchange or licensed market operator;
 - (b) Confining trading to liquidation of securities or futures contracts positions;
 - (c) Ordering the liquidation of all positions or any part thereof or the reduction in such positions;
 - (d) Limiting trading to a specific price range;
 - (e) Modifying trading days or hours;
 - (f) Altering conditions of delivery;
 - (g) Fixing the settlement price at which positions are to be liquidated;
 - (h) Requiring any person to act in a specified manner in relation to trading in securities or futures contracts or any class of securities or futures contracts;
 - (i) Requiring margins or additional margins for any securities or futures contracts; and
 - (j) Modifying or suspending any of the business rules of the licensed exchange or licensed market operator.
- MAE-4.4.3 Where the licensed exchange or licensed market operator fails to comply with any direction of the CBB under Paragraph MAE-4.4.1 within such time as is specified by the CBB, the CBB may:
- (a) Set margin levels in any securities or futures contract or class of securities or futures contracts to cater for the emergency;
 - (b) Set limits that may apply to market positions acquired in good faith prior to the date of the notice issued by the CBB; or
 - (c) Take such action as the CBB may think fit to maintain or restore orderly trading in any securities or futures contracts or class of securities or futures contracts, or liquidation of any position in respect of any securities or futures contract or class of securities or futures contracts.
- MAE-4.4.4 In this section “emergency” means any threatened or actual market manipulation or cornering, and includes:
- (a) Any act of any government affecting a commodity or securities;
 - (b) Any major market disturbance which prevents the market from accurately reflecting the forces of supply and demand for such commodity or securities; or
 - (c) Any undesirable situation or practice which in the opinion of the CBB, constitutes an emergency.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-4 Instruments, Transactions and Contracts

MAE-4.4 Emergency Powers of the CBB (Continued)

MAE-4.4.5 The CBB may modify any action taken by a licensed exchange under Paragraph MAE-4.4.1, including the setting aside of that action.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-4 Instruments, Transactions and Contracts

MAE-4.5 Additional Powers of the CBB in Respect of Auditors

MAE-4.5.1 If an auditor of a licensed exchange or licensed market operator in the course of the performance of his duties becomes aware of:

- (a) Any matter which in his opinion, adversely affects or may adversely affect the financial position of the licensed exchange or licensed market operator to a material extent;
- (b) Any matter which in his opinion, constitutes or may constitute a breach of the CBB Law and regulations or an offence involving fraud or dishonesty; or
- (c) Any irregularity that has or may have a material effect upon the accounts of the licensed exchange or licensed market operator, including any irregularity that affects or jeopardises or may affect or jeopardise, the funds or property of investors in securities or futures contracts, the auditor shall immediately send to the CBB a written report of the matter or the irregularity.

MAE-4.5.2

An auditor of a licensed exchange or licensed market operator shall not be, in the absence of malice on his part, liable to any action for defamation at the suit of any person in respect of any statement made in his report under Paragraph MAE-4.5.1.

MAE-4.5.3

Paragraph MAE-4.5.2 shall not restrict or affect any right, privilege or immunity that the auditor of a licensed exchange or licensed market operator may have as a defendant in an action for defamation.

MAE-4.5.4 The CBB may impose all or any of the following duties on an auditor of a licensed exchange or licensed market operator:

- (a) A duty to submit such additional information and reports in relation to his audit as the CBB considers necessary;
- (b) A duty to enlarge, extend or alter the scope of his audit of the business and affairs of the licensed exchange or licensed market operator;
- (c) A duty to carry out any other examination or establish any procedure in any particular case;
- (d) A duty to submit a report on any matter arising out of his audit, examination or establishment of procedure referred to in Paragraph MAE-4.5.4 (b) or (c), and the auditor shall carry out such duties.

MAE-4.5.5 The licensed exchange or licensed market operator shall remunerate the auditor in respect of the discharge by him of all or any of the duties referred to in Paragraph MAE-4.5.4.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-5 Matters Requiring Approval of CBB

MAE-5.1 Control of Substantial Shareholding in Licensed Exchanges

MAE-5.1.1 No person shall enter into any agreement to acquire shares in a licensed exchange by virtue of which he would, if the agreement had been carried out, become a substantial shareholder of the licensed exchange without first obtaining the approval of the CBB to enter into the agreement.

MAE-5.1.2 In Paragraph MAE-5.1.1 “substantial shareholder” means a person who alone or together with his associates:

- (a) Holds not less than 5% of the shares in the licensed exchange; or
- (b) Is in a position to control not less than 5% of the votes in the licensed exchange.

MAE-5.1.3 In this section:

- (a) A person holds a share if:
 - 1. He is deemed to have an interest in that share in terms of the Commercial Companies Law (CCL); or
 - 2. He otherwise has a legal or a beneficial interest in that share, except such interest as is to be disregarded in the terms of the CCL;
- (b) A reference to the control of a percentage of the votes in a licensed exchange shall be construed as a reference to the control, whether direct or indirect, of that percentage of the total number of votes that might be cast in a general meeting of the licensed exchange; and
- (c) An associate of another person means in respect of individuals, a direct family member and in the case of a company, means the company is bound to follow the directives of the substantial shareholder, or the company in which the substantial shareholder has 20% of the votes of that company.

MAE-5.1.4 The CBB may grant its approval referred to in Paragraphs MAE-5.1.1 or MAE-5.1.2 subject to such conditions or restrictions as the CBB may think fit.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-5 Matters Requiring Approval of CBB

MAE-5.2 Application and Criteria for Approval to Acquire Substantial Shareholding

MAE-5.2.1 Any person applying for approval under MAE-5.1.1 shall submit to the CBB a written application that sets out:

- (a) The name of the applicant;
- (b) In the case where the applicant is a company:
 1. Its place of incorporation;
 2. Its substantial shareholders;
 3. Its directors and chief executive officer; and
 4. Its principal business.
- (c) In the case where the applicant is a natural person:
 1. His nationality;
 2. His principal occupation; and
 3. His directorships;
- (d) All the companies in which the applicant has a substantial shareholding;
- (e) The percentage of shareholding and voting power that the applicant has in the licensed exchange;
- (f) The percentage of shareholding and voting power the applicant is seeking to have in the licensed exchange;
- (g) The reasons for making the application;
- (h) The mode and structure, as appropriate, under which the increase in shareholding would be carried out;
- (i) Whether the applicant will seek representation on the board of directors of the licensed exchange; and
- (j) Any other information that may facilitate the determination of the CBB as to whether the applicant is a fit and proper person for the purposes of Paragraph MAE-5.2.3 (a).

MAE-5.2.2 The CBB may require the applicant to furnish it with such information or documents as the CBB considers necessary in relation to the application and the applicant shall furnish such additional information or documents as required by the CBB.

MAE-5.2.3 The CBB may approve an application made under Paragraph MAE-1.1.1 of this Module if the CBB is satisfied that:

- (a) The applicant is a fit and proper person to be a substantial shareholder;
- (b) Having regard to the applicant's likely influence, the licensed exchange will or will continue to conduct its business prudently and in compliance with the provisions of this Module; and
- (c) It would not be contrary to the interests of the public to do so.

MAE-5.2.4 The CBB may, for the purposes of securing compliance with Paragraphs MAE-5.1.1 or MAE-5.2.2, or any condition or restriction imposed under Paragraph MAE-5.2.5, by notice in writing direct the transfer or disposal of all or any of the shares of a licensed exchange in which a substantial shareholder of the licensed exchange has an interest.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-5 Matters Requiring Approval of CBB

MAE-5.2 Application and Criteria for Approval to Acquire Substantial Shareholding (continued)

MAE-5.2.5 Until a person to whom a direction has been issued under Paragraph MAE-5.2.4 transfers or disposes of the shares which are subject to the direction and notwithstanding anything to the contrary, the Memorandum or Articles of Association or other constituent document or documents of the licensed exchange:

- (a) No voting rights shall be exercisable in respect of the shares which are the subject of the direction;
- (b) The licensed exchange shall not offer or issue any shares (whether by way of rights, bonus, share dividend or otherwise) in respect of the shares which are the subject of the direction; and
- (c) Except in liquidation of the licensed exchange, the licensed exchange shall not make any payment (whether by way of cash dividend, dividend in kind or otherwise) in respect of the shares which are the subject of the direction.

MAE-5.2.6 Any issue of shares by a licensed exchange in contravention of Paragraph MAE-5.2.5 (b) shall be deemed to be null and void, and a person to whom a direction has been issued under Paragraph MAE-5.2.4 shall immediately return those shares to the licensed exchange, upon which the licensed exchange shall return to the person any payment received from him in respect of those shares.

MAE-5.2.7 Any payment made by a licensed exchange in contravention of Paragraph MAE-5.2.5 (c) shall be deemed to be null and void, and a person to whom a direction has been issued under Paragraph MAE-5.2.4 shall immediately return the payment he has received to the licensed exchange.

MAE-5.2.8 The CBB may exempt:

- (a) Any person or class of persons; or
- (b) Any class or description of shares or interests in shares;

from the requirement under paragraph MAE-5.2.1 or MAE-5.2.2, subject to such conditions or restrictions as may be imposed by the CBB.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-5 Matters Requiring Approval of CBB

MAE-5.3 Approval of Chairman, Chief Executive Officer, Director

MAE-5.3.1 No licensed exchange shall appoint a person as its chairman, chief executive officer or director unless the licensed exchange has obtained the approval of the CBB.

MAE-5.3.2 The CBB may, by notice in writing, require a licensed exchange to obtain the approval of the CBB for the appointment of any person to any key management position or committee of the licensed exchange and the licensed exchange shall comply with the notice.

MAE-5.3.3 An application for approval under Paragraph MAE-5.3.1 or MAE-5.3.2 shall be made in such form and manner as the CBB may prescribe and the CBB may require the licensed exchange to furnish it with such information or documents as the CBB considers necessary in relation to the application referred to in Paragraph MAE-5.3.1 and the licensed exchange shall furnish such information or documents as required by the CBB.

MAE-5.3.4 The CBB may have regard to the following matters in determining whether to approve or refuse to approve the appointment of a person under Paragraph MAE-5.3.1 or MAE-5.3.2:

- (a) Whether the person is fit and proper to be so appointed;
- (b) Whether the appointment of the person would be consistent with any applicable law relating to the qualifications for the position or the requirements for the composition of the board of directors or any committee of the licensed exchange; and
- (c) Whether it would be contrary to the interests of the public to approve the appointment of the person.

MAE-5.3.5 Subject to Paragraph MAE-5.3.6, the CBB shall not refuse an application for approval under this section without giving the licensed exchange an opportunity to be heard.

MAE-5.3.6 The CBB may refuse an application for approval on any of the following rounds without giving the licensed exchange an opportunity to be heard:

- (a) The person is an undischarged bankrupt, whether in Bahrain or elsewhere;
- (b) The person has been convicted, whether in Bahrain or elsewhere, of an offence:
 - 1. Involving fraud or dishonesty or the conviction for which involved a finding that he had acted fraudulently or dishonestly; and
 - 2. Punishable with imprisonment for a term of 3 months or more.

MAE-5.3.7 Where the CBB refuses an application for approval under this section, the CBB need not give the person who was proposed to be appointed an opportunity to be heard.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-5 Matters Requiring Approval of CBB

MAE-5.3 Approval of Chairman, Chief Executive Officer, Director (continued)

MAE-5.3.8 A licensed exchange shall as soon as practicable, give written notice to the CBB of the resignation or removal of its chairman, chief executive officer, director or person referred to in the notice issued by the CBB under Paragraph MAE-5.3.2.

MAE-5.3.9 The licensed exchange shall provide for the composition and duties of the board of directors or any committee of a licensed exchange after obtaining CBB approval.

MAE-5.3.10 In this section “committee” includes any committee of directors, disciplinary committee, appeals committee or any body responsible for disciplinary action against a member of a licensed exchange.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-5 Matters Requiring Approval of CBB

MAE-5.4 Business Transfer

MAE-5.4.1 A licensed exchange or licensed market operator shall not transfer all or any part of its business to others without prior approval from the CBB.

MAE-5.4.2 A licensed exchange or licensed market operator who desires to transfer all or any part of its business referred to in Paragraph MAE-5.4.1 shall make an application to the CBB in Form 8.

MAE-5.4.3 A Transfer of Business application shall be published by the CBB in the Official Gazette and also in 2 daily newspapers, one in Arabic and one in English in Bahrain. The publication should include a call to the concerned parties to submit any objections to the CBB within 3 months from the date of publication.

MAE-5.4.4 The CBB shall consider the objections referred to in the preceding Paragraph before taking any action on the application for transfer.

MAE-5.4.5 The CBB shall determine the procedure of processing applications for business transfer.

MAE-5.4.6 The following shall apply in order to approve a business transfer:

- (a) The business, subject of transfer, shall not be prohibited by the CBB;
- (b) The Transfer of Business shall not cause damages to the interests of the licensed exchange or licensed market operator's users;
- (c) The transferee must be licensed to carry out the business in the place to which it is to be transferred;
- (d) The transferee company should fulfil all the eligibility criteria laid down in this module to operate as a licensed exchange; and
- (e) The CBB must be satisfied that the Transfer of Business is appropriate under relevant regulations issued in this respect.

MAE-5.4.7 The CBB shall give its approval to a Transfer of Business if the application satisfies the requirements set in Paragraph MAE-5.4.6. Such approval may be given subject to any conditions deemed appropriate by the CBB.

MAE-5.4.8 The decision of the CBB on a Transfer of Business shall be published in the Official Gazette as well as in 2 daily newspapers, one in Arabic and one in English in Bahrain. The decision shall be effective from the date set therein.

MAE-5.4.9 An applicant whose application has been turned down or who faces restrictions regarding the transfer of his business may appeal to a competent court within 30 days from the date of publishing of such decision on the Official Gazette.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-6 Control of Licensed Exchanges

MAE-6.1 Control of Licensed Exchanges

MAE-6.1.1

The CBB must be notified in any of the following cases:

- (a) If effective control over a licensed exchange or licensed market operator takes place indirectly whether by way of inheritance or otherwise;
- (b) Gaining control directly as a result of any action leading to it;
- (c) The intention to take any of the actions that would lead to control;

The by the controller or the person intending to take control over the licensed exchange or licensed market operator, as the case may be and by the licensed exchange or licensed market operator itself if it is aware of such case.

MAE-6.1.2

For the purposes of Paragraph MAE-6.1.1, “control” means the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

MAE-6.1.3

Notice of control shall contain a request for the CBB’s approval for taking control over a licensed exchange or licensed market operator or taking any action that may lead to control by submitting Form 6 and shall also contain such particulars and information and be accompanied by such documents as the CBB may specify. In the cases referred to in items (a) and (b) of Paragraph MAE-6.1.1, the notice shall be made within 15 days from the date of control. In the case referred to in item (c) of Paragraph MAE-6.1.1, the notice shall be made before taking any of the actions that would lead to control.

MAE-6.1.4

The CBB must, within 3 months from the date of receipt of the notice referred to above, notify the controller or the person intending to take control over a licensed exchange or licensed market operator, as the case may be, of its approval of control, any of the actions which would lead to a control, or the refusal thereof as the CBB may determine at its own discretion.

MAE-6.1.5

The CBB may impose any restrictions that it considers necessary to be observed in case of its approval of a control or any of the actions that would lead to a control.

MAE-6.1.6

If the period specified in Paragraph MAE-6.1.4 lapses without a decision being taken on the application seeking approval of a control or any intended actions that would lead to a control, the application shall be considered as accepted.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-6 Control of Licensed Exchanges

MAE-6.1 Control of Licensed Exchanges (continued)

MAE-6.1.7 The controller or the person intending to take control over a licensed exchange or licensed market operator, may within 30 days of the notification, lodge a grievance against the CBB's decision to refuse the control or any conditions imposed in respect of such control.

MAE-6.1.8 The CBB shall decide on the grievance and notify the person intending to take control over the licensed exchange or licensed market operator of its decision within 30 days from the date of submitting the grievance.

MAE-6.1.9 An appeal against a decision on control may be submitted within 30 days from the date when the concerned person was aware of such decision.

MAE-6.1.10 The CBB may refuse to give approval to a control if it will affect the legitimate interests of the users, or if it is detrimental to the relevant sector, or if the CBB decides, according to its own discretion that it would be inappropriate to control a licensed exchange or licensed market operator according to the criteria set by the CBB.

MAE-6.1.11 Any person who acquires control or shares in breach of the provisions of this Module shall carry out any instructions issued to him by the CBB to transfer such control or shares or refrain from exercising control or voting rights according to the procedures prescribed in such instructions.

MAE-6.1.12 The CBB may seek a court order to take appropriate precautionary measures or sell such shares if the licensed exchange or licensed market operator fails to carry out the order referred to above. The value of the shares sold shall be paid to the party who has rights therein after the deduction of expenses.

MAE-6.1.13 A licensed exchange or licensed market operator incorporated in the Kingdom shall not perform any of the following without a prior written approval of the CBB:

- (a) Merge, amalgamate or enter into a partnership with any person outside the Kingdom, except in the ordinary course of business;
- (b) Transfer all or a major part of its assets or liabilities inside or outside the Kingdom, without prejudice to the provisions of Chapter 6 of the CBB Law;
- (c) Make any modification to its issued or paid-up share capital;
- (d) Modify its Memorandum and Articles of Association;
- (e) Engage in major acquisition or investment operations as determined by the CBB.

MAE-6.1.14 The CBB, in granting any approval under the preceding Paragraph, may impose such conditions as it considers appropriate.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-7 Immunity from Criminal or Civil Liability

MAE-7.1 Immunity from Criminal or Civil Liability

- MAE-7.1.1 No criminal or civil liability shall be incurred by:
- (a) A licensed exchange;
 - (b) Any person acting on behalf of a licensed exchange; including:
 - 1. Any director of the licensed exchange; or
 - 2. Any member of any committee established in the licensed exchange;
- for anything done (including any statement made) or omitted to be done with reasonable care and in good faith in the course of or in connection with the discharge or purported discharge of its obligations under this Module, or the business rules or where appropriate, listing rules of the licensed exchange or licensed market operator.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-8 General Powers of the CBB

MAE-8.1 Power of CBB to Remove Officers

MAE-8.1.1 Where the CBB is satisfied that an officer of a licensed exchange or licensed market operator:

- (a) Has wilfully contravened or wilfully caused that licensed exchange or licensed market operator to contravene:
 - 1. The CBB Law or these Rules;
 - 2. Where applicable, its business rules; or
 - 3. Where applicable, its listing rules;
- (b) Has without reasonable excuse, failed to ensure compliance by that licensed exchange or licensed market operator, a member of that licensed exchange or licensed market operator, or a person associated with that member with:
 - 1. The CBB Law or these Rules;
 - 2. Where applicable the business rules of that licensed exchange or licensed market operator; or
 - 3. Where applicable, the listing rules of that licensed exchange or licensed market operator;
- (c) Has failed to discharge the duties or functions of his office or employment;
- (d) Is an undischarged bankrupt, whether in Bahrain or elsewhere;
- (e) Has had execution against him in respect of a judgement debt returned unsatisfied in whole or in part;
- (f) Has whether in Bahrain or elsewhere, made a compromise or scheme of arrangement with his creditors, being a compromise or scheme of arrangement that is still in operation; or
- (g) Has been convicted whether in Bahrain or elsewhere, of an offence involving fraud or dishonesty or the conviction for which involved a finding that he had acted fraudulently or dishonestly;

the CBB may if it thinks it is necessary in the interests of the public or a section of the public, or for the protection of investors, by notice in writing direct that a licensed exchange or licensed market operator remove the officer from his office or employment, and that licensed exchange or licensed market operator shall comply with such notice.

MAE-8.1.2 Without prejudice to any other matter that the CBB may consider relevant, the CBB may in determining whether an officer of a licensed exchange or licensed market operator has failed to discharge the duties or functions of his office or employment for the purposes of Paragraph MAE-8.1.1 (c), have regard to such criteria as the CBB may prescribe or specify in directions issued by notice in writing.

MAE-8.1.3 Subject to Paragraph MAE-8.1.4, the CBB shall not direct a licensed exchange or licensed market operator to remove an officer from his office or employment without giving the licensed exchange or licensed market operator an opportunity to be heard.



MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-8 General Powers of the CBB

MAE-8.1 Power of CBB to Remove Officers (continued)

MAE-8.1.4 The CBB may direct a licensed exchange or licensed market operator to remove an officer from his office or employment under Paragraph MAE-8.1.1 on any of the following grounds without giving the licensed exchange or licensed market operator an opportunity to be heard:

- (a) The officer is an undischarged bankrupt whether in Bahrain or elsewhere;
- (b) The officer has been convicted whether in Bahrain or elsewhere, of an offence:
 - 1. Involving fraud or dishonesty or the conviction for which involved a finding that he had acted fraudulently or dishonestly; and
 - 2. Punishable with imprisonment for a term of 3 months or more.

MAE-8.1.5 Where the CBB directs a licensed exchange or licensed market operator to remove an officer from his office or employment under Paragraph MAE-8.1.4, the CBB need not give that officer an opportunity to be heard.





MODULE	MAE: Markets & Exchanges Module
CHAPTER	MAE-8 General Powers of the CBB

MAE-8.2 Criteria to Determine Failure to Discharge Duties or Functions by Officers

MAE-8.2.1 The CBB may, in determining whether the Chief Executive Officer, directors and officers of a licensed exchange or licensed market operator, as the case may be, has taken reasonable steps to discharge their duties, have regard to the following:

- (a) Ensure the proper functioning of the licensed exchange or licensed market operator, as the case may be;
- (b) Ensure the compliance of the licensed exchange or licensed market operator, as the case may be, with any relevant laws or regulations of any jurisdiction in which it is incorporated or in which it operates;
- (c) Set out and ensure compliance with written policies on all operational areas of the licensed exchange or licensed market operator, as the case may be, including its financial policies, accounting and internal controls, internal auditing and compliance with all laws and rules governing the operations of the licensed exchange or licensed market operator;
- (d) Identify, monitor and address the risks associated with the business activities of the licensed exchange or licensed market operator, as the case may be;
- (e) Ensure that the business activities of the licensed exchange or licensed market operator, as the case may be, are subject to adequate internal audit;
- (f) Oversee the financial undertakings or exposure of the licensed exchange or licensed market operator, as the case may be, to risks of any nature by setting out proper delegation limits and risk management controls; and
- (g) Ensure:
 1. That the licensed exchange or licensed market operator, as the case may be, maintains written records of the steps taken by it to monitor compliance with its policies, the limits on discretionary powers and its accounting and operating procedures; and
 2. That every report, return or statement submitted by the licensed exchange or the licensed market operator as the case may be, to the CBB is complete and accurate.