

GUIDANCE NOTE 19

Date issued: 15 February 2007

Issued Pursuant to the Guidelines on Unit Trust Fund

- Procedures for registration and lodgement of deed.

Introduction

1. This Guidance Note is published to notify amendments in relation to the procedures for registration and lodgement of deed currently stipulated under Clause 3.0, Schedule G of the Guidelines on Unit Trust Funds (Guidelines).
2. The new procedures under this Guidance Note shall take effect from 1st March 2007.
3. Nothing contained herein should be construed as prejudicing the powers of the Securities Commission under the Guidelines.

Policy Amendments

4. Under this Guidance Note, the procedures for registration and lodgement of deed has been amended to reflect a move by the SC towards a new regulatory philosophy of disclosure-based regulation.
5. The requirements of Clause 3.0, Schedule G of the Guidelines is hereby deleted and is substituted with new procedures attached herein in the Guidance Note 19.

PROCEDURES FOR REGISTRATION AND LODGEMENT OF DEED

1.01 The applicant, or its adviser, shall submit a deed of a unit trust fund for registration and lodgement in accordance with the submission requirements and procedures set out herein.

1.02 Registration of Deed

- (1) The following requirements and procedures shall apply to the registration of a deed and supplementary deed.
- (2) The SC shall not commence registration of a deed unless the deed is in its final/complete form¹ and is accompanied by all the required materials/documents. The SC reserves the right to refuse registration and return the deed, if in the opinion of the SC, the standards of disclosure of the said deed are found to be wanting, the deed is not in its final/complete form and/or the deed is not accompanied by all relevant materials/documents, as the case may be.
- (4) The deed shall be submitted to the SC for registration together with the appropriate fee.
- (5) The SC will conduct *post-vetting* of the deed submitted for registration unless mentioned otherwise in the relevant paragraph.

Unlisted Unit Trust Funds

- (6) For a new unit trust fund proposed to be established, the applicant or its adviser, shall submit the executed deed to the SC concurrently with the application to establish the new fund, as required under the Guidelines on Unit Trust Funds.

¹ Final/complete form' means the form and context of its contents or in which it appears can be properly ascertained (including all relevant reports).

- (7) For a supplementary deed, the supplementary deed must be submitted to the SC for registration immediately upon its execution.

Listed Unit Trust Funds

- (8) For a new unit trust fund (such as real estate investment trust, exchange traded fund and closed-end fund) proposed to be established, the applicant or its adviser, shall first submit the draft deed with the appropriate fee to the SC concurrently with the application to establish the new fund, as required under the relevant Guidelines.
- (9) Upon receiving a “no comments” letter from the SC on the draft deed, the management company and trustee can proceed to execute the deed and submit the executed deed to SC for registration.
- (10) For a supplementary deed, the supplementary deed must be submitted to the SC for registration immediately upon its execution.

Submission of Documents for Registration

- (11) The applicant or its adviser shall submit two (2) executed and stamped copies of the deed, accompanied by a copy of the following documents:
- (a) Covering letter specifying the following:
- (i) Application for registration of the deed;
 - (ii) A declaration that the printed copy of the deed to be duly lodged forthwith with the SC will be the same as the executed deed registered with the SC;
 - (iii) A declaration that the executed deed and the final draft deed cleared by the SC are identical (where applicable);

- (b) Registration Checklist;
- (c) (For a deed that is based on the Standard Deed) A copy of declaration of compliance with the Standard Deed;
- (d) (For a deed that is not based on the Standard Deed) A checklist indicating compliance with the minimum contents of deeds or any other requirements that the SC may specify from time to time;
- (e) (For a deed that is not based on the Standard Deed) A declaration by the management company and trustee that the deed complies with the Minimum Contents for Deed stipulated under the Guidelines;
- (f) (For supplementary deed) A unit holders' resolution sanctioning the proposed modification to the deed, or a statement from the trustee and management company certifying that in their opinion the modification, alteration or addition does not materially prejudice the interests of unit holders and does not operate to release the trustee or management company from any responsibility to the unit holders; and
- (g) (For a supplementary deed) A list highlighting the original provisions from the previously executed deed and the amended provisions.

1.03 Lodgement of Deed

- (1) Once the deed has been registered, the applicant or its adviser, shall submit a printed version of the deed for lodgement with the SC within seven (7) days after the deed has been registered, as required by Section 105 of SCA.
- (2) The deed shall be submitted to the SC for lodgement together with the appropriate fee.

Submission of Documents for Lodgement

- (3) The applicant or its adviser shall submit 2 printed copies of the deed, accompanied by a copy of the following documents:
 - (a) Covering letter signed by at least one of the directors of the management company specifying the following:
 - (i) Application for lodgement of the deed; and
 - (ii) A declaration that the copy of the deed lodged with the SC is identical to the deed registered with the SC;
 - (b) Lodgement Checklist.

1.04 Fees Payable to SC

- (1) The details of fees payable to the SC for registration and lodgement of deed and supplementary deed are set out in the *Securities Commission (Fees) (Amendment) Regulations 2004* or any other Fees Regulations gazetted from time to time.
- (2) Payment shall be in the form of a crossed cheque/draft order made in favour of "Suruhanjaya Sekuriti" or "Securities Commission" in accordance with the amount stipulated in the *Securities Commission (Fees) (Amendment) Regulations 2004* or any other Fees Regulations gazetted from time to time.