



Government Gazette

REPUBLIC OF SOUTH AFRICA
RIPHABULIKI YA AFRIKA TSHIPEMPE

Vol. 571 Cape Town, 14 January 2013 **No. 36071**
Kaapstad,

THE PRESIDENCY

No.15 14 January 2013

It is hereby notified that the President has assented to the following Act, which is hereby published for general information:—

No. 24 of 2012: Credit Rating Services Act, 2012

VHUPRESIDENDE

Nom. 15 14 January 2013

Zwi khou divhadziwa henefha uri mupresidende o tendelana na uyu mulayo une wa khou andadziwa hu u itela ndivhadzo kha tshitshavha:—

Nom 24 ya 2012: Mulayo wa zwa Tshumelo dza u Kala Zwikolodo, 2012



AIDS HELPLINE: 0800-0123-22 Prevention is the cure

GENERAL EXPLANATORY NOTE:

Words underlined with a solid line indicate insertions in existing enactments.

*(English text signed by the President)
(Assented to 9 January 2013)*

ACT

To provide for the registration of credit rating agencies; to provide for the regulation of certain activities of credit rating agencies; to provide conditions for the issuing of credit ratings and rules on the organisation and conduct of credit rating agencies; and to provide for matters connected therewith.

BE IT ENACTED by the Parliament of the Republic of South Africa, as follows:—

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ṬHALUTSHEDZONYANGAREDZI:

_____ Maipfi o talelwaho nga mutalo u sa khauwi a sumbedza zwe
zwa dzheniswa

(English text signed by the President)
(Assented to 9 January 2013)

MULAYO

U ita mbetshelo ya u n̄walisa mazhendedzi a u kala zwikolodo; u ita mbetshelo ya u langula mishumo yeneyo ya mazhendedzi a u kala zwikolodoto; u ita mbetshelo ya dzinyimele kana milayo ya u n̄tshedza zwikalo zwa zwikolodo na milayo kha tshiimiswa na kushumele kwa mazhendedzi a u kala zwikolodo na u u ita mbetshelo kha zwi tumanaho na zwenezwo.

U KHWAṬHISEDZWE nga Phalamennde ya Riphabuḽiki ya Afrika Tshipembe sa zwi tevhelaho:—

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CHAPTER 1

DEFINITIONS, OBJECTS AND APPLICATION

Definitions and interpretation

1. (1) In this Act, unless the context indicates otherwise— 35
“**associate**”, in relation to—
(a) a juristic person—
(i) which is a company, means its subsidiary and its holding company and any other subsidiary or holding company thereof as defined in section 1 of the Companies Act; 40
(ii) which is a close corporation registered under the Close Corporations Act, 1984 (Act No. 69 of 1984), means any member thereof as defined in section 1 of that Act;

5

ÑNDIMA YA 4

KHWAŦHISEDZO DZA ZWIKALO ZWA ZWIKOLODO DZA NGA NNÐA

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ZWIKOLODO NA U ÐIIMISA HA ZHENDEÐZI ÐA U KALA ZWIKOLODO 5 ÐO ÑWALISAHO

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NDIMA YA 1

ŦHALUTSHEDZO, NÐIVHO NA KUSHUMISELE

Ŧhalutshedzo na kuÐalutshedzele

1. (1) Kha uno Mulayo, nga nnÐani ha musi nyimele i tshi sumbedza nga inwe nÐila— 35
“mushumisani”, zwi yelana na—
(a) muthu o fhiwaho maanÐa—
(i) zwine ha vha khamphani, zwi a mba khamphani ya nga fhasi na
khamphani yo faraho mikovhe na dziñwe dzo faraho mikovhe sa zwe
zwa Ðalutshedzwa kha khethekanyo ya 1 ya Mulayo wa zwa Khamphani; 40
(ii) zwine ha vha khamphani ine ya vha *close corporation* yo ñwaliswaho
nga fhasi ha Mulayo wa *Close Corporations Act, 1984 (Act No. 69 of
1984)*, zwi amba muraÐo muñwe na muñwe sa zwe zwa Ðalutshedzwa
kha khethekanyo ya 1 ya uyo Mulayo;

- (iii) which is not a company or close corporation, means another juristic person which would have been its subsidiary or holding company—
 - (aa) had it been a company; or
 - (bb) in the case where that other juristic person is not a company either, had both it and that other juristic person been a company; 5
- (iv) means any person in accordance with whose directions or instructions its board of directors or, in the case where such juristic person is not a company, the governing body of such juristic person, acts; or
- (b) any person—
 - (i) means any juristic person whose board of directors or, in the case where such juristic person is not a company, the governing body of such juristic person, acts in accordance with its directions or instructions; or 10
 - (ii) means a trust controlled or administered by the juristic person;
- “**Companies Act**” means the Companies Act, 2008 (Act No. 71 of 2008);
- “**credit rating**” means an opinion regarding the creditworthiness of— 15
 - (a) an entity;
 - (b) a security or a financial instrument; or
 - (c) an issuer of a security or a financial instrument,using an established and defined ranking system of rating categories, excluding any recommendation to purchase, sell or hold any security or financial instrument; 20
- “**credit rating agency**” means a person who provides credit rating services;
- “**credit rating services**” means data and information analysis, evaluation, approval, issuing or review, for the purposes of credit ratings;
- “**deputy registrar**” means the deputy registrar of credit rating agencies contemplated in section 21; 25
- “**external credit rating**” means a credit rating issued by an external credit rating agency;
- “**external credit rating agency**” means a person who provides credit rating services and who is authorised or registered by a regulatory authority to perform credit rating services similar to those regulated under this Act and who is subject to the laws of a country other than the Republic, which laws— 30
 - (a) establish a regulatory framework which is approved by the registrar as being equivalent to that established by this Act; and
 - (b) are supervised and monitored by a regulatory authority;
- “**Financial Services Board Act**” means the Financial Services Board Act, 1990 (Act No. 97 of 1990); 35
- “**FSB official website**” means the website of the Financial Services Board established by section 2 of the Financial Services Board Act;
- “**group**” means a group consisting of two or more juristic persons, irrespective of whether any of those persons is domiciled in the same country as any of the others, and one or more of which is a credit rating agency, where— 40
 - (a) each of the juristic persons is an associate of any one of the others; or
 - (b) the juristic persons are so interconnected that should one of them experience financial difficulties, another one or all of them would likely be adversely affected; 45
- “**Minister**” means the Minister of Finance;

- (iii) zwine ha si vhe khamphani kana khamphani ine ya vha *close corporation*, zwi amba muthu muñwe o hweswaho maandã nga mulayo we a vha a tshi nga vha khamphani ya nga fhasi kana khamphani yo faraho mikovhe—
- (aa) yo vha i tshi nga vha Khamphani; kana 5
- (bb) kha nyimele hune onoyo muthu a re na maandã a sa vhe khamphani, a vha e na dzo vhuvhili hadzo nahone na uyo muthu muñwe o vha e khamphani;
- (iv) zwi amba muthu muñwe na muñwe zwi tshi ya nga masia kana ndaela dzine bodo ya hone ya vhalanguli kana, kha tshiimo hune muthu a re na maandã a sa vhe khamphani, khorombusi ya onoyo a re na maandã, ya ita; 10
- (b) muthu muñwe na muñwe—
- (i) zwi amba muthu muñwe na muñwe o hweswaho maandã nga mulayo ane bodo yawe ya vhalanguli kana, kha tshiimo hune onoyo muthu o hweswaho maandã a sa vhe khamphani, khorombusi ya onoyo muthu, ya shuma zwi tshi ya nga tsumbedzelo na ndaela ; 15
- (ii) zwi amba tshikwama tshi langwaho kana tshi tshimbidzwaho nga muthu ane o hweswa maandã nga mulayo;
- “Mulayo wa zwa dzikhamphani”** zwi amba Mulayo wa zwa Khamphani, wa 2008 (Mulayo wa Nomboro ya. 71 wa 2008); 20
- “u kala tshikolodo”** zwi amba muhumbulo malugana na u fusha thodẽa dza u kolodwa ha—
- (a) tshiimiswa;
- (b) mikovhe kana tshishumiswa tsha zwa masheleni; kana 25
- (c) muñetshedzi wa mikovhe kana tshishumiswa tsha zwa masheleni, hu tshi khou shumiswa sisiteme ya u kala yo thoñwaho nahone yo talutshedzwaho, ine ya vha khethekanyo dza u kala, hu sa katelwi themendelo inwe na inwe ya u renga, u rengisa, kana u fara mukovhe muñwe na muñwe kana tshishumiswa tsha zwa masheleni; 30
- “zhendedzi la u kala zwikolodo”** zwi amba muthu ane a ñetshedza tshumelo dza u kala zwikolodo;
- “tshumelo dza zwa u kala zwikolodo”** zwi amba data na ndivhiso malugana na tsenguluso, ndingululo, thendelo, u ñetshedza kana u sedzulusa ndivho hu tshi itelwa zwikalo zwa tshikolodo; 35
- “muthusa-redzhiŝtra”** zwi amba muthusa-redzhiŝtra wa mazhendedzi o bulwaho kha khethekanyo ya 21;
- “u kala zwikolodo mashangoðavha”** zwi amba u kalwa ha zwikolodo hu itwaho nga zhendedzi la mashangoðavha;
- “zhendedzi la mashangoðavha la u kala zwikolodo”** zwi amba muthu ane a ñetshedza tshumelo dza u kala zwikolodo nahone o tendelwaho nahone o ñwaliswaho kha tshiimiswa tsha maandãlana uri a shume tshumelo dzi fanaho na hedzo dzi langulwaho nga fhasi ha uno Mulayo nahone a tevhedzaho milayo ya shango nga nñdani ha ya Riphabuŝiki, ine milayo—
- (a) ya thoma mutheo wa ndangulo une wa tendelwa nga redzhiŝtra sa hoyo wo thoñwaho nga uno Mulayo; na 45
- (b) ine ya lavheleswa nga tshiimiswa tsha maandãlana;
- “webusaiti ya tshiofisi ya FSB”** zwi amba webusaiti ya Bodo ya Tshumelo dza zwa Masheleni (FSB) yo thoñwaho nga khethekanyo ya 2 ya Mulayo wa Bodo ya Tshumelo dza zwa Masheleni; 50
- “Mulayo wa Bodo ya Tshumelo dza zwa Masheleni”** zwi amba Mulayo wa Bodo ya Tshumelo dza zwa Masheleni, wa 1990 (Mulayo wa Nomboro ya. 97 wa 1990);
- “tshigwada”** zwi amba tshigwada tsho vhumbwaho nga vhathu vhavhili kana vhanzhi vhane vho hweswa maandã, hu songo sedzwa uri kana muñwe wa vhenevho vhathu u dzula kha shango sa vhañwe, nahone muñwe wavho kana vhanzhi vha vha zhendedzi la u kala zwikolodo nahone—
- (a) muñwe na muñwe wa havho vha re na maandã hu mushumisani wa muñwe na muñwe wa vhañwe vhathu; kana 55
- (b) muthu a re na maandã a vhuñumani honoho ha u ita uri arali muñwe wa mushumisani a na vhukonñi kha zwa masheleni, zwa nga kona u kwama-vho na avho vhañwe nga nñila i si yavhuñi; 60
- “Minishta”** zwi amba ministha wa Muhasho wa zwa Masheleni;

“**outsource**” means the contracting out of a function to an external provider in a manner that may materially impair the quality of the internal control of the registered credit rating agency and the ability of the registrar to supervise the compliance of the registered credit rating agency with its obligations under this Act; 5

“**person**” means any natural person, partnership or trust, and includes—

- (a) an organ of state as defined in section 239 of the Constitution of the Republic of South Africa, 1996;
- (b) any company incorporated or registered as such under any law; or
- (c) any body of persons, corporate or unincorporate; 10

“**prescribe**” means prescribe by the Minister by regulation, or by the registrar by rule or by notice in the Gazette, and “prescribed” has a corresponding meaning;

“**Promotion of Administrative Justice Act**” means the Promotion of Administrative Justice Act, 2000 (Act No. 3 of 2000);

“**publish**” means any direct or indirect communication transmitted by any medium, or any representation or reference written, inscribed, recorded, encoded upon or embedded within any medium, by means of which a person seeks to bring any information to the attention of a person, or all or part of the public, and “published”, “publishes” or “made public” has a corresponding meaning; 15

“**public regulation**” means any legislation, including subordinate legislation, or any registration, licence, directive or similar authorisation issued by a regulatory authority or pursuant to any statutory authority; 20

“**rating category**” means a rating symbol, such as a letter symbol or a numerical symbol which might be accompanied by appending identifying characters, used in a credit rating to provide a relative measure of risk to distinguish the different risk characteristics of the type of rated entity, issuer or financial instrument or other asset; 25

“**registrar**” means the registrar of credit rating agencies contemplated in section 21;

“**registered credit rating agency**” means a credit rating agency or an external credit rating agency registered in terms of section 5; 30

“**regulated person**” means a person that has been granted authority to conduct business or activities by a regulatory authority;

“**regulatory authority**” means an organ of state as defined in section 239 of the Constitution of the Republic of South Africa, 1996, responsible for the supervision or enforcement of legislation dealing with the regulation of institutions and the provision of financial services, or a similar body designated in the laws of a country other than the Republic to supervise and enforce legislation of that country; 35

“**regulatory purposes**” means the use of credit ratings for the specific purpose of complying with national legislation or the listings requirements made by an exchange under section 12 of the Securities Services Act, 2004 (Act No. 36 of 2004); 40

“**rule**” means a rule made in terms of section 24;

“**structured finance instrument**” means a financial instrument or other asset resulting from a securitisation transaction or other structured financial transaction or scheme; 45

“**this Act**” includes the regulations, rules and any notices or directives issued, exemption granted, determinations made, requirements determined or conditions imposed by the registrar, that have general application; and

- “**u bvisa mushumo uri u shuñwe nga muñwe**” zwi amba u ita thendelano na vhañwe nga nñda zwi tshi yelana na mushumo kha muñetshedzatshumelo wa nga nñda nga nñdila ine zwi tshi ya kha zwishumiswa wo vha u tshi ðo vhaisa tshileme tsha ndango ya nga ngomu ha zhendedzi ða u kala zwikolodo ðo ñwalisaho nahone vhukoni ha redzhiñtra kha u langa zwa u tevhedza mulayo nga zhendedzi ða u kala zwikolodo ðo ñwalisaho zwo sedza mbofho dza nga fhasi ha Mulayo; 5
- “**muthu**” zwi amba muthu muñwe na muñwe wa mvelo, mushumisani kana tshikwama, nahone zwi katela—
- (a) tshiimiswa tsha muvhuso sa zwi ðalutshedzwaho kha khethekanyo ya 239 ya Ndayotewa ya Riphabuñiki ya Afrika Tshipembe, ya 1996; 10
- (b) khamphani inñwe na inñwe i re ngomu kana yo ñwalisaho ngaauralo nga fhasi ha mulayo muñwe na muñwe; kana
- (c) muñwe na muñwe wa vhatu vha koporasi kana hu si koporasi;
- “**randela**” zwi amba u randelwa nga Minisita a tshi khou shumisa ndangulo, kana nga redzhiñtra a tshi khou shumisa mulayo kana nga ñdivhadzo kha Gazete nahone “zwo randelwaho” ðalutshedzo ya hone i tshi fana na ya ipfi randela; 15
- “**Mulayo wa Nyaluso ya u Langa zwa Vhulamukanyi**” zwi amba Mulayo wa Nyaluso ya u Langa zwa Vhulamukanyi, wa 2000 (Mulayo wa Nomboro ya. 3 wa 2000);
- “**uandadza**” zwi amba u davhidzana ho livhaho na vhu songo livhaho vhu pfukiswaho nga tshirathisi tshiñwe na tshiñwe, kana u sumbedzwa huñwe na huñwe kana zwo tou ñwalwaho, rekhodiwaho, ðalutshedzwaho kana kha tshirathisi tshiñwe na tshiñwe, nga nñdila ine muthu u ðoða ñdivhiso inñwe na inñwe uri i thetsheswe nga muthu, kana tshipiða tsha tshitshavha, nahone “**zwo andadzwaho**”, “**u andadza**” kana “**u ita uri zwi ðivhiwe nga tshitshavha**” ðalutshedzo ya hone i tshi fana na ya ipfi “**andadza**” “**ndangulo ya muvhuso**” mulayosikwa muñwe na muñwe, zwi tshi katela mulayosikwa wa nga fhasi kana u ñwaliswa huñwe na huñwe, thendelo, ndaela kana thendelo i fanaho yo ñetshedzwaho nga tshiimiswa tsha maanðalanga kana zwi tshi ya nga maanðalanga a mulayo; 20
- “**khethekanyo ya u kala**” zwi amba tshiga tsha u kala, u tou fana na tshiga tsha ðedere kana tshiga tsha nomboro tshine tsha nga fheletshedzwa nga u ðumetshedza zwiñaluli, zwi shumiswaho kha u kala zwikolodo u itela u ñetshedza tshikalo tshi re na vhusaka na mulingo u itela u fhambanyisa zwiñaluli zwo fhambanaho zwa mulingo kha lushaka lwa tshiimiswa tshine tsha khou kalwa, mukolodi, kana tshishumiswa tsha zwa masheleni kana inñwe thundu; 25
- “**redzhiñtra**” zwi amba redzhiñtra wa zhendedzi ða u kala zwikolodo zwine zwenezwo zwo sumbedzwa kha khethekanyo ya 21;
- “**zhendedzi ða u kala zwikolodo ðo ñwalisaho**” zwi amba zhendedzi ða u kala zwikolodo kana zhendedzi ða u kala zwikolo ða nñda ðo ñwalisaho zwi tshi ya nga khethekanyo ya 24; 30
- “**muthu o tendelwaho nga ndangulo**” zwi amba muthu ane o fhiwa maanðalanga a u tshimbidza bindu kana mishumo nga tshiimiswa tsha maanðalanga;
- “**tshiimiswa tsha maanðalanga**” zwi amba tshiimiswa tsha muvhuso sa zwe zwa ðalutshedziswa zwone kha khethekanyo ya 239 ya Ndayotewa ya Riphabuñiki ya Afrika Tshipembe, tshine tsha vha na vhuñifhinduleli ha u lavhelesa na u kombetshedza mulayosikwa u shumanaho na ndangulo ya zwiimiswa na u ñetshedza tshumelo ya zwa masheleni, kana tshiimiswa tshi fanaho na zwenezwo, tsho itwaho nga milayo ya shango husi Riphabuñiki ndivho i ya u lavhelesa na u kombetshedza mulayosikwa uri u tevhedzwe kha shango ðeneñe; 35
- “**ndivho dza ndangulo**” zwi amba u shumiswa ha zwikalo zwa tshikolodo zwi tshi itelwa ndivho dzenedzo dza u anana na mulayosikwa wa lushaka kana mitevehe ya ðhoða dzo itwaho nga muñekano nga fhasi ha khethekanyo ya 12 ya *Securities Services Act, 2004 (Act No. 36 of 2004)*; 40
- “**mulayo**” zwi amba mulayo wo itwaho zwi tshi ya nga khethekanyo ya 24; 45
- “**tshishumiswa tsha zwa masheleni tsho vhumbwaho**” zwi amba tshishumiswa tsha zwa masheleni kana inñwe thundu yo bvededzwaho u bva kha mikovhe ya ðhirantsekisheni kana inñwe ðhirantsekisheni ya zwa masheleni yo vhumbwaho kana tshikimu; 50
- “**uno Mulayo**” u katela dzindangulo, milayo, na ñdivhadzo dziñwe na dziñwe kana ndaela dze dza ñetshedzwa, thendelo yo fhiwaho, ndavheleso dzo itwaho, ðhoða dzo lavheleswaho kana milayo yo vhwaho nga redzhiñtra; dzine dza vha na tshumisonyangaredzi; na 55

“**website**” has the meaning set out in section 1 of the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002).

(2) For purposes of this Act, any reference to “**company**”, “**holding company**” or “**subsidiary**” means a reference to a company, holding company or subsidiary, as the case may be, as defined in the Companies Act, or a similar entity incorporated under the laws of a country other than the Republic. 5

(3) Any decision or other action of an administrative nature taken by the registrar that affects the rights of another person, including a regulated person, must comply with the Promotion of Administrative Justice Act or this Act.

(4) Nothing in this Act deprives any person of any right that such person holds under the Promotion of Access to Information Act, 2000 (Act No. 2 of 2000). 10

(5) (a) A registered credit rating agency that publishes any information or any credit rating in the performance of credit rating services or is required to publish, disclose, produce or provide a policy, code, document or information under this Act, must publish, disclose, produce or provide that credit rating, information, policy, code or document— 15

- (i) in a prescribed form; or
- (ii) in plain language, if no form has been prescribed.

(b) For the purposes of this Act, a credit rating, policy, code, document or information is in plain language if it is reasonable to conclude that a person of the class of persons for whom the credit rating, policy, code, document or information is intended, with average literacy skills and experience in dealing with credit ratings, credit rating services and credit rating agencies, could be expected to understand the content, significance and import of the credit rating, information, policy, code, document or information without difficulty, having regard to— 20

- (i) the context, comprehensiveness and consistency of the credit rating, information, policy, code, document or information;
- (ii) the organisation, form and style of the credit rating, policy, code, document or information;
- (iii) the vocabulary, usage and sentence structure of the credit rating, policy, code, document or information; and 30
- (iv) the use of any illustrations, examples, headings or other aids to reading and understanding the credit rating, policy, code, document or information.

(6) If, in terms of this Act, a credit rating, policy, code, document, information, record or statement is required to be— 35

(a) retained, it is sufficient if an electronic original or reproduction of that credit rating, policy, code, document, information, record or statement is retained as provided for in sections 15 and 16 of the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002); or

(b) published, disclosed, produced or provided, it is sufficient if— 40

- (i) an electronic original or reproduction of that credit rating, policy, code, document, information, record or statement is published, disclosed, produced or provided by electronic communication in such a manner and form that the credit rating, policy, code, document, information, record or statement can conveniently be printed by the recipient within a reasonable time and at a reasonable cost; or 45
- (ii) a notice of the availability of that credit rating, policy, code, document, information, record or statement, summarising its content and satisfying any prescribed requirements, is delivered to each intended recipient of

ipfi **“webusaithi”** li na thalutshedzo ya lo kha khethekanyo ya 1 ya Mulayo wa *the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002)*.

(2) U itela ndivho ya uno Mulayo, riferentsi inwe na inwe kha **“khamphani”**, **“khamphani yo faraho mukovhe”** **“kana tshiimiswa tsha muvhuso”** zwi amba riferentsi kha khamphani, khamphani yo faraho mukovhe kana tshiimiswa tsha muvhuso, sa zwine zwa vha, sa zwe zwa thalutshedzwa kha Mulayo wa zwa Dzikhampiani, kana tshiimiswa tshi fanaho nazwo tshe tsha katelwa nga fhasi ha milayo ya shango hu si Riphabuiki. 5

(3) Tsheo inwe na inwe kana nga nnda ha nyito ya vhulangi yo dzhiwaho nga redzhisira ine ya kwama pfanelo dza muinwe muthu, hu tshi katelwa na muthu o tendelwaho nga ndangulo, i fanela u vha i tshi anana na Mulayo wa Nyaluso ya Vhulangi ha Vhulamukanyi, wa 2000 (*Mulayo wa Nomboro ya. 3 wa 2000*), kana uno Mulayo. 10

(4) A hu na kha uno Mulayo, tshi khakhisaho pfanelo inwe na inwe ye muthu muinwe na muinwe a i fara nga fhasi ha Mulayo

(5) (a) Zhendedzi la u kala zwikolodo lo nwalisaho li anadza ndivhiso inwe na inwe kana u kala zwikolodo huinwe na huinwe kha kushumele kwa tshumelo dza zwa u kala zwikolodo kana zhendedzi li toqwa uri li anadze, dzumbulula, u bvisa kana u ngetshedza honoho u kalwa ha zwikolodo, khoundu, linwalwa kana ndivhiso nga fhasi ha uno Mulayo, li fanela u anadza, dzumbulula, bvisa kana ngetshedza honoho u kalwa ha zwikolodo, ndivhiso, mbekanyamaitele, khoundu kana linwalwa— 15 20

(i) kha fomo yo randelwaho;kana

(ii) nga luambo lu sa konqi, arali hu si na fomo yo randelwaho.

(b) U itela ndivho dza uno Mulayo, u kalwa ha zwikolodo, mbekanyamaitele, mulayo, linwalwa kana ndivhiso i vha kha luambo lu sa konqi arali zwi zwi pfadzaho u vhina uri vhathu vha kiasi vhane u kalwa ha zwikolodo, mbekanyamaitele, mulayo, linwawa kana ndivhiso i khou livhiswa khavho, vha tou vha na zwikili zwo tou linganelaho nahone vha na tshenzhemo zwi tshi ya kha u shumana na u kalwa ha zwikolodo, tshumelo dza u kala zwikolodo na mazhendedzi a u kala zwikolodo, hu lavhelwa u vha hu tshi pfesesa zwi re ngomu, ndeme ya u kala zwikolodo, ndivhiso, mbekanyamaitele, khoundu, linwalwa kana ndivhiso hu si na ndingedzo dzo thahelaho, hu tshi dzhielwa ntha— 25 30

(i) nyimele, u fhelela na u sa shanduka-shanduka ha zwikalo zwa zwikolodo, ndivhiso, mbekanyamaitele, khoundu, linwalwa kana ndivhiso;

(ii) dzangano, fomo na tshitaila zwa u kala zwikolodo, mbekanyamaitele, khoundu, linwalwa na ndivhiso; 35

(iii) tshivhumbeo tsha vokhabulari, kushumisele na mutaladzi zwa u kala zwikolodo, mbekanyamaitele, khoundu, linwalwa kana ndivhiso, na

(iv) u shumisa tsumbedzelo, tsumbo, thoho kana zwinwe zwi thusaho kha u vhalana u pfesesa u kalwa ha zwikolodo, mbekanyamaitele, khoundu, linwalwa kana ndivhiso. 40

(6) Arali, zwi tshi ya nga uno Mulayo, u kala zwikolodo, mbekanyamaitele, khoundu, linwalwa, ndivhiso, rekhodo kana tshitaamennde zwi tshi toqea uri zwi vhe—

(a) zwo vhewa, zwo lingana arali zwavhukuma-kuma zwa ilekithironiki kana u bveledzululwa ha u kala zwikolodo, mbekanyamaitele, khoundu, linwalwa, ndivhiso, rekhodo kana tshitaamennde tsho vhewa sa zwe zwa vhetshelwa nga khethekanyo dza 15 na 16 dza Mulayo wa *Electronic Communications and Transactions Act, 2002 (Act. No.25 of 2002)*; kana 45

(b) zwo anadza, bvukululwa, bveledzwa kana ngetshedzwa, zwi vha zwo lingana arali—

(i) zwavhukuma-kuma zwa ilekithironiki kana u bveledzululwa ha honoho u kalwa ha zwikolodo, mbekanyamaitele, khoundu, linwalwa, ndivhiso, rekhodo kana tshitaamennde tsho anadza, bvukululwa, bveledzwa kana nga vhudavhidzani ha ilekithironiki nga ndila ine na nga zwine honoho u kalwa ha zwikolodo, mbekanyamaitele, khoundu, linwalwa, ndivhiso, rekhodo kana tshitaamennde tshi nga kona u kandiswa nga mutanganedzi nga tshifhinga tshi pfadzaho nahone na data ya hone nga mutengo u pfadzaho; kana 50 55

(ii) ndivhadzo ya u vha hone ha honoho u kalwa ha zwikolodo, mbekanyamaitele, khoundu, linwalwa, ndivhiso, rekhodo kana tshitaamennde, i nweledzaho zwi re ngomu na u fusha thodea dzo randelwaho, i iswa kha muinwe na muinwe a teaho u tangedza mbekanyamaitele, khoundu, linwalwa, ndivhiso, rekhodo kana tshitaamennde, kathihi na ndaela dza u tangedza mbekanyamaitele 60

the policy, code, document, information, record or statement, together with instructions for receiving the complete policy, code, document, information, record or statement.

Objects of Act

2. The objects of this Act are to— 5
- (a) ensure responsible and accountable credit rating agencies;
 - (b) protect the integrity, transparency and reliability of the credit rating process and credit ratings;
 - (c) improve investor protection;
 - (d) improve the fairness, efficiency and transparency of financial markets; and 10
 - (e) reduce systemic risk.

Application of Act

3. (1) Subject to subsection (4), this Act applies to— 15
- (a) credit rating services performed in the Republic;
 - (b) credit ratings that are issued by credit rating agencies registered in the Republic; and
 - (c) any person that performs credit rating services or issues credit ratings in the Republic.
- (2) With effect from a date determined by the Minister by notice in the *Gazette*, a person may not perform credit rating services or issue a credit rating in the Republic, 20 unless that person is a registered credit rating agency.
- (3) This Act does not create a general obligation for—
- (a) all securities or financial instruments to be credit-rated;
 - (b) financial institutions or investors to invest only in entities, securities or financial instruments that are credit-rated. 25
- (4) This Act does not apply to private credit ratings and private credit rating services produced pursuant to an individual order and provided exclusively to the person who placed the order and which are not intended for public disclosure or distribution by subscription.

Use of credit ratings 30

4. (1) Where a regulated person uses published credit ratings for regulatory purposes, such a regulated person must only use credit ratings that are—
- (a) issued or endorsed by credit rating agencies which are registered in accordance with this Act; or
 - (b) issued or endorsed by an external credit rating agency approved by the registrar. 35
- (2) The registrar may prescribe additional requirements in respect of the use of credit ratings for regulatory purposes.

CHAPTER 2

REGISTRATION 40

Application for registration

5. (1) An application for registration as a registered credit rating agency must be made in the form and manner prescribed by the registrar, and must be lodged with the registrar and be accompanied by— 45
- (a) a certificate of incorporation of the applicant under the Companies Act, where the applicant is located in the Republic, or proof of registration of the

yo fhelelaho, nḁivhiso ya khoudu, ḁinwalwa, rekhodo kana tshiḁaḁamennde.

Zwipikwa zwa Mulayo

2. Zwipikwa zwa uno Mulayo ndi u—
- (a) khwaḁhisa vhuḁifhinduleli ha mazhendedzi a u kala zwikolodo; 5
 - (b) tsireledza u fhulufhedzea, u vha khagala na u thembea ha kuitele kwa u kala zwikolodo na zwikalo zwa zwikolodo;
 - (c) khwinisa tsireledzo ya mubindudzi;
 - (d) khwinisa u fhulufhedzea, vhukoni na u vha khagala ha mimaraga ya zwa masheleni; na u 10
 - (e) fhungudza mulingo u iteaho nga khole.

Kushumisele kwa Mulayo

3. (1) Zwi tshi tevhedzela khethekanyo ya nga fhasi ya (4), uno Mulayo u shuma kha—
- (a) tshumelo dza zwa u kala zwikolodo dzine dza shuḁwa kha Riphabuḁiki; 15
 - (b) zwikalo zwa zwikolodo zwi ḁetshedzwaho nga mzhendedzi o ḁwalisaho kha Riphabuḁiki; na
 - (c) muthu muḁwe na muḁwe ane a shuma tshumelo dza zwa u kala zwikolodo zwi anḁadzwaho kha Riphabuḁiki.
- (2) U tou bva datumu ya u thoma u shumiswa ha Mulayo na datumu ine tsheo ya hone 20 ya ḁo dzhiwa nga Minisḁa nahone zwo ḁivhadzwa kha *Gazete*, muthu ha nga ḁo shuma tshumelo dza u kala zwikolodo kana u ḁetshedza zwikalo zwa zwikolodo kha Riphabuḁiki nga nḁani ha musi onoyo muthu a zhendedzi ḁa u kala zwikolodo ḁo ḁwalisaho.
- (3) Uno Mulayo a u iti mbofho-nyangaredzi kha— 25
- (a) zwishumiswa zwoḁhe zwa mikovhe na zwishumiswa zwa zwa masheleni zwine zwa ḁo kalwa;
 - (b) zwiimiswa zwa zwa masheleni kana vhabindudzi vha ḁo bindudza fhedzi kha zwiimiswa, mikovhe kana kha zwishumiswa zwine zwa kala zwikolodo.
- (4) Uno Mulayo a u shumiswi kha u kalwa ha zwikolodo ha phuraivethe na kha 30 tshumelo dza u kala zwikolodo ha phuraivethe zwi tshi ya nga muthu nahone zwo itwaho lwo khetheaho kha muthu onoyo ane o ita muhodo nahone zwine a zwongo bvukululelwa tshitshavha kana u phaḁaladzwa zwi tshi itelwa mbadelo.

U shumiswa ha zwikalo zwa tshikolodo

4. (1) Hune muthu a re nga fhasi ha ndaulo a shumisa zwikalo zwa zwikolodo zwo 35 anḁadzwaho ndivho dzi dza u ita ndaulo, muthu onoyo a re fhasi ha ndaulo u fanela u shumisa zwikalo zwa zwikolodo zwa—
- (a) ḁetshedzwaho kana zwo khwaḁhisedzwaho nga mazhendedzi a u kala zwikolodo o ḁwalisaho zwi tshi ya nga uno Mulayo, kana
 - (b) ḁetshedzwaho kana zwo khwaḁhisedzwaho nga zhendedzi ḁa u kala zwikolodo 40 ḁa nḁa ḁine ḁo tendelwa nga redzhiḁḁa
- (2) Redzhiḁḁa a nga randela dziḁwe ḁoḁea malugana na u shumiswa ha zwikalo zwa zwikolodo ndivho hu tshi itelwa zwa ndaulo.

NDIMA YA 2

U ḁWALISA 45

Khumbelo ya u ḁwalisa

5. (1) Khumbelo ya u ḁwalisa u vha zhendedzi ḁa u kala zwikolodo ḁo ḁwalisaho I fanela u itwa kha fomo nahone nga nḁila yo randelwaho nga redzhiḁḁa, nahone I fanela u itwa kha redzhiḁḁa musi yo fhelekedzwa nga—
- (a) ḁhanziela ya u dzheniswa ha muhumbeli nga fhasi ha Mulayo wa zwa 50 Dzikhamphani; hune muhumbeli a wanala hone kha Riphabuḁiki, kana khwaḁhisedzo ya u ḁwalisa ha muhumbeli sa khamphani ya nḁa nga fhasi ha

- applicant as an external company under the Companies Act, where the applicant is an external credit rating agency.
- (b) details of its—
- (i) incorporation, registration, authorisation or approval in countries other than the Republic to undertake credit rating services, if applicable; 5
 - (ii) ownership structure, organisational structure and corporate governance;
 - (iii) subsidiaries, if any;
 - (iv) resources and expertise to perform credit rating services;
 - (v) programme of operations, including indications of where the main business activities are expected to be carried out, branches are to be established, and the type of business that will be undertaken; 10
 - (vi) expected outsourcing arrangements, including details of the persons that will be assuming outsourcing functions;
 - (vii) policies and procedures to identify, manage and disclose any conflicts of interests; 15
 - (viii) compensation and performance evaluation arrangements; and
 - (ix) compliance with or adherence to the code of conduct prescribed in terms of section 11;
- (c) a description of the procedures and methodologies to be used to issue and review credit ratings; 20
- (d) information to satisfy the registrar that the applicant, its directors and employees comply with the fit and proper requirements prescribed by the registrar, in respect of—
- (i) personal character qualities of honesty and integrity;
 - (ii) competence; 25
 - (iii) operational ability; and
 - (iv) financial soundness;
- (e) the application fee prescribed by the registrar; and
- (f) any other information prescribed by the registrar.
- (2) An applicant must promptly amend its application for registration and inform the registrar if, during the application process, the information contemplated in subsection (1) becomes inaccurate. 30
- (3) The registrar may exempt an applicant who, or whose holding company, or a related company in the same group, is registered, authorised or approved by a foreign regulatory authority as a credit rating agency from providing some or all of the information required under subsection (1), if— 35
- (a) the applicant requests an exemption;
 - (b) the applicant provides proof of such registration, authorisation or approval; and
 - (c) the registrar is satisfied that such registration, authorisation or approval was granted in accordance with public regulation that is equivalent to this Act. 40
- (4) The registrar must give notice of the receipt of an application on the FSB official website, which notice must state—
- (a) the name of the applicant; and
 - (b) the period within which objections to the application may be lodged with the registrar. 45
- (5) The registrar may—
- (a) require an applicant to furnish additional information and require that information or any information that accompanied the application to be verified; and 50
 - (b) take into consideration any other information regarding the applicant, derived from any other source, including another regulatory authority.
- (6) (a) The registrar must, after consideration of an application and after consultation with any local regulatory authority that relies on, refers to or uses credit ratings in its supervision and regulatory activities— 55
- (i) if satisfied that an applicant complies with the requirements of this Act, grant the application; or
 - (ii) if not so satisfied, subject to paragraph (b), refuse the application.

- Mulayo wa zwa Dzikhamphani, hune muhumbeli ha vha hu zhendedzedzi la u kala zwikolodo la nnda.
- (b) zwidodombedzwa zwa muhumbeli—
- (i) u katelwa, u nwaliswa, u tendelwa kana thendelo ya kha mashango mañwe arali hu si Riphabuḽiki ine ya do shuma tshumelo dza zwa u kala zwikolodo, arali e hone; 5
 - (ii) khoro ya vhaḽe vha tshiimiswa, vhatu vho vhumhaho tshiimiswa na vuvhusi ha koporasi;
 - (iii) zwiimiswa zwi langwaho, arali zwi hone;
 - (iv) zwiko na ndivho zwine zwa do shuma kha tshumelo dza u kala zwikolodo; 10
 - (v) mbekanyamushumo ya mashumele, hu tshi katelwa na u sumbedza fhethu hune mishumo minzhi ya bindu ya lavhelelwa u shumelwa hone, matavhi ane a do vulwa, na lushaka lwa bindu jine la do shuñwa
 - (vi) nzudzanyo dzo lavhelelwaho dza u bvisa mushumo uri u shuñwe nga inwe khamphani, hu tshi katelwa na vhatu vhañe vha do thoma mushumo wa u bvisa mushumo uri u shuñwe nga inwe khamphani; 15
 - (vii) mbekanyamaitele na maitele a u nanga, u langa na u bvukulula u kuḽana huñwe na huñwe ha madzangalelo;
 - (viii) miholo na nzudzanyo dza u sedzulusa mashumele; na 20
 - (ix) u anana na mulayo wa vhuḽifari wo randelwaho zwi tshi ya nga khethekanyo ya 11;
- (c) ḽalutshedzo ya maitele na ngona dzine dza do shumiswa hu tshi nḽetshedzwa na u ḽola zwikalo zwa zwikolodo;
- (d) ndivhiso ya u fusha redzhiḽtra uri muhumbeli, vhalanguli vhawe na vhashumi vhawe vha anane nahone vha fushe ḽhoḽea dzo randelwaho nga redzhiḽtra, malugana na— 25
- (i) ndeme dza vuvvha ha muthu kha u fhulufhedzea na ḽhonifho;
 - (ii) vhukoni;
 - (iii) u kona u shuma ; na 30
 - (iv) u pfesesa zwa masheleni;
- (e) mbadelo ya u ita khumbelo yo randelwaho nga redzhiḽtra; na
- (f) ndivhiso inwe na inwe yo randelwaho nga redzhiḽtra.
- (2) Muhumbeli u fanela u shandukisa khumbelo yawe nga u ḽavhanya u itela u nwalisa nahone a vhudze redzhiḽtra arali, nga tshifhinga tsha u ita khumbelo ndivhiso yo ambiwaho kha khethekanyo ya nga fhasi ya (1) i tshi nga vha i sa tsha vha ya vhumkuma. 35
- (3) Redzhiḽtra a nga tendela muhumbeli ane, kana khamphani yawe yo faraho mukovhe, kana inwe ine ya vha na vhusaka na itsho tshigwada, yo nwalisa, tendelwa kana tendelwa nga tshiimiswa tsha maanḽalanga tsha mashangoḽavha, khamphani i vhe yo tendwelwa sa zhendedzi la u kala zwikolodo kha u fha inwe ya ndivhiso kana ndivhiso yoḽhe i ḽoḽeaho nga fhasi ha khethekanyo ya nga fhasi ya (1), arali muhumbeli— 40
- (a) a humbela u tendelwa; na
 - (b) u nḽetshedza tsumbo ya honoho u nwalisa, u tendelwa na thendelo, nahone
 - (c) redzhiḽtra a fushea uri hoho u nwaliswa, u tendelwa kana thendelo yo fhiwa zwi tshi ya nga ndangulo ya muvhuso ine ya lingana na uno Mulayo. 45
- (4) Redzhiḽtra u fanela u ita ndivhadzo ya uri o ḽanganedza khumbelo kha webusaiti ya tshiofisi ya FSB, hune yeneyo ndivhadzo ya fanela u bula—
- (a) dzina la muhumbeli; na
 - (b) tshifhinga tshine khatsho khumbelo ya hania, zwi nga vhiḽwa kha redzhiḽtra. 50
- (5) Redzhiḽtra a nga—
- (a) ḽoḽa muhumbeli a tshi engedza inwe ndivhiso kana vhuḽanzi na u ḽoḽa iyo ndivhiso kana ndivhiso inwe na inwe i tshi fhelekedzwa nga u tou ḽolwa uri i khwaḽhisedzwe; na
 - (b) u dzhiela nḽha ndivhiso inwe na inwe zwi tshi yelana na muhumbeli, i bvaho kha tshiko tshinwe na tshinwe, hu tshi katelwa tshiimiswa tsha maanḽalanga kha tshiko tshinwe na tshinwe, hu tshi katelwa tshiimiswa tsha maanḽalanga tshapo tshine a tshi fhulufhela, sedza khatsho kana tsha shumisa zwikalo zwa zwikolodo kha vhumvhelesi hatsho na mishumo i kwamaho zwa ndangulo— 60
- (i) arali a tshi fushea uri uyo muhumbeli u anana na ḽhoḽea dza uno Mulayo, u fha khumbelo; kana
 - (ii) arali a sa fushei, zwi tshi itiswa nga pharagirafu ya (b), khumbelo i do haniwa.

- (b) If an application is refused, the registrar must—
- (i) notify the applicant of the refusal;
 - (ii) provide the applicant with written reasons for the refusal; and
 - (iii) advise the applicant of the right to appeal, in accordance with section 33.
- (7) The registrar may grant an application subject to any condition that the registrar may determine, which condition may not be inconsistent with this Act. 5
- (8) The registrar must, on granting an application, issue a certificate of registration to the credit rating agency and publish a notice of the registration on the FSB official website.
- (9) A registered credit rating agency must ensure that— 10
- (a) a reference to the fact that such a certificate of registration is held, is contained in all business documentation and advertisements; and
 - (b) its certificate of registration is at all times available to any person requesting proof of its registration status under authority of a law or for the purpose of entering into a business relationship with the registered credit rating agency 15 concerned.
- (10) The registrar must maintain a list on the FSB official website of registered credit rating agencies.

Suspension and cancellation of registration

6. (1) The registrar may, after consultation, where applicable, with any local regulatory authority that relies on, refers to or uses credit ratings in its supervision and regulatory activities, at any time, suspend or cancel the registration of a registered credit rating agency if the registrar is satisfied, on the basis of available facts and information, that the registered credit rating agency—
- (a) expressly renounces the registration or has provided no credit rating services 25 for the preceding six months;
 - (b) has obtained the registration by providing false information or by any other irregular means;
 - (c) no longer meets the conditions under which it was registered;
 - (d) has failed to comply with any condition imposed under this Act; 30
 - (e) has failed to comply with any directive issued under this Act; or
 - (f) has been liquidated.
- (2) (a) If the registrar suspends or cancels the registration of a registered credit rating agency under subsection (1), the registrar may do so subject to any conditions that the registrar may determine, which conditions may not be inconsistent with this Act. 35
- (b) The registrar may revoke any suspension under subsection (1) if the registrar is satisfied that the registered credit rating agency has complied with all the conditions to which the suspension was made subject.
- (3) Subject to the provisions of the Promotion of Administrative Justice Act, the registrar must, before the suspension or cancellation of a registration— 40
- (a) notify the registered credit rating agency in writing of the registrar's intention to suspend or cancel the registration and the reasons therefor;
 - (b) give the registered credit rating agency 30 days' written notice, calculated from the date on which the notice was given, to make representations on why its registration should not be suspended or cancelled; and 45
 - (c) consider any representations received.
- (4) (a) The registrar must notify the registered credit rating agency of its decision and publish a notice of any suspension or cancellation of registration, the reasons therefor and any conditions attached thereto on the FSB official website and any other appropriate media. 50
- (b) The suspension or cancellation of the registration of a registered credit rating agency takes effect on a date specified in the notice contemplated in paragraph (a).

- (b) Arali khumbelo ya u nwalisa i tshi khou hanwa, redzhiṣṣtra u fanela u—
- (i) ḡivhadza muhumbeli nga ha uho u hanwa;
 - (ii) fha muhumbeli mbuno dzi pfallaho nahone dzo tou nwalwaho malugana na uho u hana; na
 - (iii) u eletshedza muhumbeli nga ha pfanelo ya u ita aphili, zwi tshi ya nga khethekanyo ya 33. 5
- (7) Redzhiṣṣtra a nga fha khumbelo ya u nwalisa zwi tshi tevhedza tshiimo tshine ene redzhiṣṣtra a nga tshi lavhelesa, tshine tshiimo tshenetsho tsha sa vhe tshi lwaho na uno Mulayo.
- (8) Redzhiṣṣtra u fanela u, musi a tshi khou fha muhumbeli, fanela u fha ṥhanziela ya nga ha u nwaliswa ha zhendedzi ḡa u kala zwikolodo nahone a anḡadze nḡivhadzo ya u nwaliswa uho kha webusaithi ya tshiofisi ya tshiiṣṣiswa tsha *FSB*. 10
- (9) Zhendedzi ḡa u kala zwikolodo ḡo nwalisaho ḡi fanela u vhona uri—
- (a) riferentsi kha yeneyo ṥhanziela ya u nwalisa i hone kha maṣwalwa oṥhe a zwa bindu na khungedzelo; na 15
 - (b) ṥhanziela dzaḡo dza u nwalisa tshifhinga tshoṥhe dzi sumbedzwe muthu muṣwe na muṣwe ane a humbela u sumbedzwa tshiimo tsha u nwalisa nga fhasi ha maanḡa a mulayo kana ndivho i ya u dzhena kha vhushaka ha zwa vhubindudzi na zhendedzi ḡo nwalisaho ḡi kwameaho.
- (10) Redzhiṣṣtra u fanela u vhulunga mutevhe wa mazhendedzi a u kala zwikolodo o nwalisaho kha webusaithi ya tshiofisi ya *FSB* 20

U imiswa na u fhelisa u nwaliswa

6. (1) Redzhiṣṣtra a nga, nga murahu ha u kwamana, he zwa fanela, na tshiiṣṣiswa tsha maanḡalanga tshapo tshine tsha thembea , sedza kana u shumisa zwikalo zwa zwikolodo kha vhulavhelesi na mishumo ya maanḡalanga, tshifhinga tshiṣṣwe na tshiṣṣwe, a nga imisa kana a fhelisa u nwaliswa ha zhendedzi ḡa u kala zwikolodo ḡo nwalisaho arali o fushea, nga kha mbuno dzi re hone na nḡivhiso I re hone, ya uri iḡo zhendedzi ḡa u kala zwikolodo ḡo nwalisaho—
- (a) ḡo sumbedza u hana u nwalisa kana ḡi songo nṣetshedza zwikalo zwa zwikolodo kha miṣwedzi ya u thoma ya rathi; 30
 - (b) ḡo nwalisa nga u nṣetshedza mazwifhi kana iṣwe nḡila i songo ḡaho;
 - (c) ḡi sa tsha fusha milayo ye ḡa nwalisa nga fhasi hayo;
 - (d) ḡo kundelwa u anana na milayo yo vhwaho nga fhasi ha uno Mulayo;
 - (e) ḡo kundelwa u anana na ndaela yo bviswaho nga fhasi ha uno Mulayo; kana
 - (f) ḡo valwa nga thaidzo ya zwikolodo. 35
- (2) (a) Arali redzhiṣṣtra a imisa kana a fhelisa u nwaliswa ha zhendedzi ḡa u kala zwikolodo ḡo nwalisaho ga fhasi ha khethekanyo ya nga fhasi ya (1), redzhiṣṣtra a nga ita ngauralo zwi tshi itiswa nga milayo miṣwe na miṣwe ine a nga i lavhelesa, ine milayo yeneyo ya sa tou tea u vha i tshi yelana na uno Mulayo.
- (b) Redzhiṣṣtra a nga fhelisa u imiswa ha zhendedzi nga fhasi ha khethekanyo ya nga fhasi ya (1) arali redzhiṣṣtra a tshi fushea uri zhendedzi ḡa u kala zwikolodo ḡo nwalisaho ḡo anana na milayo yoṥhe ye ya vha yo ita uri ḡi vhe ḡo imiswa u shuma. 40
- (3) Zwi tshi itiswa nga mbetshelo dza Mulayo wa Nyaluso ya u Langa zwa Vhulamukanyi, redzhiṣṣtra u fanela uri, phanḡa ha u imisa kana u fhelisa u nwaliswa ha zhendedzi— 45
- (a) ḡivhadze zhendedzi ḡa u kala zwikolodo ḡo nwalisaho nga u tou nṣwala hoyo muhumbulo wawe wa u ḡi imisa kana u fhelisa u nwaliswa ha zhendedzi nahone na mbuno dza hone a dzi nṣwale heneṣho;
 - (b) a fhe zhendedzi ḡa u kala zwikolodo ḡo nwalisaho nḡivhadzo ya maḡuvha a 30 yo tou nṣwaliwaho, maḡuvha a tshi vhaliwa u bva datumu ye nḡivhadzo ya nṣewa ngaḡo, zwi tshi itelwa u sumbedza uri ndi ngani u nwaliswa ha zhendedzi hu songo fanela u imiswa kana u fheliswa; nahone 50
 - (c) a sedze-vho u sumbedzwa huṣwe na huṣwe ho ṥanganedzwaho.
- (4) (a) Redzhiṣṣtra u fanela u ḡivhadza zhendedzi ḡa u kala zwikolodo ḡo nwalisaho nga ha tsheo nahone a anḡadze u imiswa na u fheliswa ha u nwaliswa ha zhendedzi, mbuno na nyimele zwo itisaho na zwone zwi sumbedzwe kha webusaithi ya tshiofisi ya Bodo ya Tshumelo dza zwa Masheleni na kha zwiṣwe zwirathisi. 55
- (b) U imiswa u shuma na u fhelisa u nwaliswa ha zhendedzi ḡa u kala zwikolodo ḡo nwalisaho hu thoma u shuma nga datumu yo bulwaho kha nḡivhadzo yo ambiwaho kha pharagirafu ya (a). 60

(c) If a registered credit rating agency has appealed against a suspension or cancellation of registration, the registrar must not publish the notice contemplated in paragraph (a) until the appeal process has been finalised.

(5) (a) Credit ratings issued by a credit rating agency whose registration has been suspended or cancelled, may continue to be used for regulatory purposes for— 5

(i) 14 days after the publication of the notice contemplated to in subsection (4)(a), if credit ratings of such credit rating agency were also issued by other credit rating agencies registered under this Act; or

(ii) three months after the publication of the notice contemplated in subsection (4)(a), if no credit ratings of such credit rating agency were issued by other credit rating agencies registered under this Act. 10

(b) The registrar may extend the period referred to in paragraph (a)(ii), in order to mitigate any potential market disruption or to ensure financial stability.

CHAPTER 3

DUTIES OF REGISTERED CREDIT RATING AGENCY 15

Duties

7. A registered credit rating agency must—

(a) comply with this Act;

(b) provide the registrar with any information required in terms of this Act;

(c) within 14 days of becoming aware of any change, inform the registrar if any information submitted in respect of its application under section 5 has changed; 20

(d) be organised in a way that ensures that its business interest does not impair the independence and integrity of its credit ratings or the accuracy of its credit rating services; 25

(e) have sound administrative and accounting procedures, internal control mechanisms, effective procedures for risk assessment, and effective control and safeguarding arrangements for information-processing systems;

(f) establish appropriate and effective organisational and administrative arrangements to— 30

(i) prevent, identify, eliminate, manage or disclose any conflicts of interest of the registered credit rating agency, its analysts and employees; and

(ii) protect confidential information made available to it by issuers, including prohibiting its analysts and employees from using such information to enter into transactions; 35

(g) employ appropriate systems, resources and procedures to ensure continuity and regularity in the performance of its credit rating services;

(h) regularly monitor and evaluate the adequacy and effectiveness of its systems, internal control mechanisms and arrangements and take appropriate measures to address any deficiencies; 40

(i) ensure that at all times it has the necessary knowledge and experience to issue credit ratings and perform its credit rating services; and

(j) establish a unit within its organisation whose function is to communicate with investors, potential investors and the public about any questions, concerns or complaints that it may receive. 45

Appointment of directors

8. (1) A registered credit rating agency must, within 14 days after the appointment of a director, inform the registrar of the appointment and furnish the registrar with such information on the appointment as the registrar may require.

(c) Arali zhendedzi la u kala zwikolodo lo nwalisaho lo ita aphili malugana na uho u imiswa na u fheliswa u nwaliswa halo, redzihstra u fanela u sa anqadza ndivhadzo yo bulwaho kha pharagirafu ya (a) u swikela aphili i tshi tshimbidzwa ya fhela.

(5) (a) Zwikalo zwa zwikolodo zwo bviswaho nga zhendedzi la u kala zwikolodo line u nwaliswa halo ho imiswa kana u fheliswa zwi nga ya phanda na u shumiswa u itela ndivho dza kulangulele lwa— 5

(i) maquvha a 14 nga murahu ha u anqadzwa ha ndivhadzo yo bulwaho kha khethekanyo ya nga fhasi ya (4)(a), arali zwikalo zwa u kala tshikolodo ha jeneho zhendedzi, zwo bviswa-vho na nga manwe mazhendedzi o nwalisaho nga fhasi ha uno Mulayo; kana 10

(ii) minwedzi miraru nga murahu ha u anqadzwa ha ndivhadzo yo bulwaho kha khethekanyo ya nga fhasi ya (4)(a), arali hu si na zwikalo zwa zwikolodo zwa jeneho zhendedzi zwo ngetshedzwa nga manwe mazhendedzi a u kala zwikolodo o nwalisaho nga fhasi ha uno Mulayo.

(b) Redzihstra a nga engedza tshifhinga tsho ambiwaho kha pharagirafu ya (a) (ii), u itela u thivhela u khakhisea ha maraga hune ha nga itea kana u vhona uri hu vhe na vhudziki ha zwa masheleni. 15

NDIMA YA 3

MISHUMO YA ZHENDEZI LA U KALA ZWIKOLODO LO NVALISAHO

Mishumo 20

7. Zhendedzi la u kala zwikolodo lo nwalisaho li fanela u—

- (a) anana na uno Mulayo;
- (b) fha redzihstra ndivhiso i toqwaho zwi tshi ya nga uno Mulayo;
- (c) hu saathu u fhela maquvha a 14 o divha nga ha tshanduko inwe na inwe, a divhadze redzihstra arali ndivhiso yo iswaho na khumbelo nga fhasi ha khethekanyo ya 5 yo shanduka; 25
- (d) vha o dzudzanyeaho nga ndila ine ya vhona uri dzangalelo la bindu a li vhaisi vhuqimisi na thonifho/tshirunzi tsha u kala zwikolodo kana vhungoho ha tshumelo dza u kala zwikolodo;
- (e) vha na ndivho ya maitele a vhulanguli na u kona u vholela, ndila dza ndangulo ya nga ngomu, maitele a shumaho a u lavhelesa khombo, na ndango i shumaho na nzudzanyo dza tsireledzo kha sisiteme dza u shuma ndivhiso; 30
- (f) thoma nzudzanyo dzo teaho, dzi shumaho dza vhulanguli na tshiimiswa—
 - (i) u thivhela, sumbedza, fhelisa, langula na u bvukula khuqano ya dzangalelo kha zhendedzi la u kala zwikolodo lo nwalisaho, vhasengulusi na vhashumi; na 35
 - (ii) u tsireledza mafhungo a tshidzumbe ane a qa kha zhendedzi a tshi bva kha vhaqisi vhao, hu tshi katelwa vhasengulusi na vhashumi uri vha sa shumise eneo mafhungo kha thrantsekisheni;
- (g) shumisa sisiteme dzo teaho, zwiko na maitele a u vhona u sa khauwa na zwo teaho kha u shuma tshumelo dza u kala zwikolodo; 40
- (h) anzela u lavhelesa na u tola u linganela na u shuma zwavhuqi ha sisiteme dza lone zhendedzi, ndila dza ndango ya nga ngomu na nzudzanyo na u dzhia maga o teaho a u tandulula vhuqudzequdze;
- (i) vhona uri tshifhinga tshoqhe hu na ndivho i toqdeaho na tshenzhemo zwa u ngetshedza zwikalo zwa zwikolodo na u shuma tshumelo dza u kala zwikolodo; na; 45
- (j) thoma yuniti kha zhendedzi lone line ine mushumo wayo heyi yuniti ha vha u davhidzana na vhabindudzi, na vhane vha nga vha vhabindudzi na tshitshavha nga ha mbudziso dziinwe na dziinwe, thaidzo kana mbilaelo dzine dza nga tanganedzwa. 50

U tholwa ha vhalunguli

8. (1) Zhendedzi la u kala zwikolodo lo nwalisaho li fanela uri, hu saathu u fhela maquvha a 14 nga murahu ha u tholwa ha mulanguli, li divhadze redzihstra nga ha u tholwa uho nahone li fhe redzihstra ndivhiso ya u tholwa sa musi redzihstra a tshi zwi toqa. 55

(2) The provisions of subsection (1) may not be construed as rendering the appointment of a director of a registered credit rating agency subject to the approval of the registrar.

(3) If the registrar is of the opinion that a director does not meet the prescribed fit and proper requirements contemplated in section 5(1)(d), the registrar may instruct a registered credit rating agency to remove that director from the board of the registered credit rating agency, and if so instructed, the registered credit rating agency must remove the director. 5

(4) The registrar must, before instructing a registered credit rating agency to remove a director from its board, give notice to the registered credit rating agency concerned, and, unless it is impracticable to do so, also notify the director concerned. 10

(5) The registrar must consider any representations received from the registered credit rating agency or director, as the case may be, regarding the instructions to remove such director.

(6) The registered credit rating agency must ensure that the director concerned does not in any way, directly or indirectly, take part in the management of the registered credit rating agency, pending the final outcome of any action under section 33. 15

Methodologies, models and key rating assumptions

9. A registered credit rating agency must—

- (a) adopt, implement and enforce adequate measures to ensure that the credit ratings it issues, are based on a thorough analysis of all the information that is available to it and that is relevant to its analysis according to its rating methodologies; 20
- (b) use rating methodologies that are rigorous, systematic, continuous and subject to validation based on historical experience, including back-testing; 25
- (c) regularly review its methodologies, models and key rating assumptions such as mathematical or correlation assumptions, any significant changes or modifications to them and the appropriateness of those methodologies, models and key rating assumptions if they are used or are intended to be used for the assessment of new financial instruments; and 30
- (d) establish internal arrangements to monitor the impact of changes in macro-economic or financial market conditions on credit ratings.

Credit ratings

10. (1) A registered credit rating agency must—

- (a) publish any credit rating or any decision to discontinue a credit rating impartially and timeously; 35
- (b) when publishing a credit rating—
 - (i) state clearly and prominently any attributes and limitations of the credit rating; and
 - (ii) provide an explanation of the key elements underlying the credit rating, so that an investor, a potential investor or a member of the public, as the case may be, is able to understand how a rating was arrived at; and 40
- (c) monitor credit ratings and regularly review its credit ratings.

(2) A registered credit rating agency must, when issuing a credit rating for a structured finance instrument, ensure that the rating categories that are attributed to structured finance instruments are clearly differentiated, using an additional symbol which distinguishes them from rating categories used for any other entities, securities, financial instruments or issuers. 45

(3) A registered credit rating agency must disclose its policies and procedures regarding unsolicited credit ratings. 50

(2) Mbetshelo dza khethekanyo ya nga fhasi ya (1) dzi nga vha dzi songo kandekeywa sa musi u netshedza u tholwa ha mulanguli wa zhendedzi la u kala zwikolodo lo nwalisaho zwi tshi fanela u tendelwa nga redzhiŝtra.

(3) Arali redzhiŝtra a na muhumbulo wa uri mulanguli ha fushi thodea dzo randelwaho na thodea dzo sumbedzwaho kha khethekanyo ya 5(1)(d), redzhiŝtra a nga laela zhendedzi la u kala zwikolodo lo nwalisaho uri li bwise mulanguli kha bodo ya zhendedzi la u kala zwikolodo lo nwalisaho, nahone arali zwo laelwa ngauralo, zhendedzi la u kala zwikolodo lo nwalisaho li fanela u bvisa mulanguli onoyo.

(4) Redzhiŝtra u fanela uri, phanda ha u laela zhendedzi la u kala zwikolodo lo nwalisaho uri li bwise mulanguli kha bodo ya lo, a divhadze zhendedzi la u kala zwikolodo lo nwalisaho li kwameaho, nahone, nga ndani ha musi zwi sa konadzei u pfalo, a dovhe a vhudze mulanguli a kwameaho.

(5) Redzhiŝtra u fanela u dzhiela ntha zwine zwa khou ambiwa nga zhendedzi la u kala zwikolodo lo nwalisaho kana mulanguli, sa hune zwithu zwa vha ngaho, malugana na ndaela dza honoho u bviswa ha mulanguli.

(6) Zhendedzi la u kala zwikolodo lo nwalisaho li fanela u vhona uri mulanguli a kwameaho ha vhuyi a shuma na luthihi nga ndila inwe na inwe, yo livhaho kana i songo livhaho kha u langa lone zhendedzi la u kala zwikolodo lo nwalisaho, musi ho lindelwa mvelelo dza nyito inwe na inwe ya fhasi ha khethekanyo ya 33.

Ngona, mimodele na khumbulelo dza ndeme dza u kala zwikolodo

9. Zhendedzi la u kala zwikolodo lo nwalisaho li fanela—

(a) u tangedza, u thoma u shumisa na u kombetshedza maga o linganaho a u vhona uri zwikalo zwa zwikolodo zwine zwa bviswa zwo sendeka kha tsenguluso ya vhuronwane ya ndivhiso yothe ine ya vha hone khalo nahone ine ya vha yo teaho kha tsenguluso zwi tshi ya nga ngona dza kukalele kwa zhendedzi;

(b) u shumisa ngona dza u kala dzine dza vha dza vhuronwane, dza sisitematiki, dzi sa fheli nahone dziteaho u vonwa arali dzi dza vhukuma zwo sendekaho kha tshenzhemo ya divhazwakale, hu tshi katelwa na ndingo ya khumelamurahu;

(c) u di dzula li tshi tola ngona dza lo, mimodele kana khumbulelo ya u kala sa i ngaho ya mbalo kana khumbulelo dza vhushaka, tshanduko dzi inwe na dzi inwe dza ndeme kana khwinifhadzo khadzo na u tea ha dzenedzo ngona, mimodele kana khumbulelo dza u kala arali dzi tshi shumiswa kana dzo humbulelwa u nga shumiswa kha thathuvho ya tshishumiswa tsha masheleni; na

(d) u thoma nzudzanyo dza nga ngomu dza u lavhelesa thuthuwedzo ya tshanduko kha zwa ikononi yo tandavhuwaho kana nyimele ya maraga wa masheleni kha zwikalo zwa zwikolodo.

Zwikalo zwa zwikolodo

10. (1) Zhendedzi la u kala zwikolodo lo nwalisaho li fanela u—

(a) anqadza u kala zwikolodo hu inwe na hu inwe kana tsho inwe na inwe ya u sa tsha ya phanda na u kala zwikolodo nahone tshifhinga tshothe;

(b) uri musi li tshi anqadza u kalwa ha zwikolodo li—

(i) bule zwi vhe khagala nahone hu divhee zwo itisaho na zwo disaho phungudzelo dza tshikalo tsha tshikolodo; na

(ii) u fha thalutshedzo ya zwinwe na zwinwe zwa ndemesa kha u kalwa ha zwikolodo, u itela uri mubindudzi, na ane a nga vha mubindudzi kana murafo wa tshitshavha, sa zwine zwa nga vha, a kone u pfesesa uri u kalwa ho swikelwa hani; na

(c) u lavhelesa zwikalo zwa zwikolodo na u dzulela u tola zwikalo zwa zwikolodo.

(2) Zhendedzi la u kala zwikolodo lo nwalisaho li fanela uri, musi li tshi khou netshedza u kalwa ha zwikolodo kha tshishumiswa tsha masheleni, li fanela u vhona uri khethekanyo dzi kwamanaho na zwishumiswa zwa masheleni zwi a fhambanyisea hu tshi khou shumiswa tshiga tsho engedzwaho tshine tsha zwi fhambanyisa na khethekanyo dza u kala dzi shumiswaho kha zwinwe zwiimiswa, mikovhe, zwishumiswa zwa masheleni kana vhanetshedzi.

(3) Zhendedzi la u kala zwikolodo lo nwalisaho li fanela u sumbedza mbekanyamaitele na maitela alo malugana na u kalwa ha zwikolodo he ha sa humbelwe.

(4) A registered credit rating agency must refrain from issuing a credit rating if the lack of reliable data, the complexity of a new type of financial instrument or the quality of information available may result in a non-credible credit rating.

Code of conduct

- 11.** (1) A registered credit rating agency must adopt, publish and adhere to a code of conduct that— 5
- (a) adopts the principles contained in a relevant international code of conduct prescribed by the registrar; and
 - (b) describes how the code of conduct will be enforced.
- (2) A registered credit rating agency must publish any changes to its code of conduct. 10
- (3) A registered credit rating agency must publish on an annual basis any material deviations of its code of conduct from that of the code of conduct prescribed by the registrar in subsection (1) (a) and the reasons therefor.

Outsourcing and other services

- 12.** (1) A registered credit rating agency may not, without the prior written approval of the registrar, outsource any of its operational functions, save for outsourcing to an entity in the same group as the registered credit rating agency. 15
- (2) A registered credit rating agency may provide services ancillary to its credit rating services, as prescribed by the registrar.

Disclosures

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- 13.** (1) A registered credit rating agency must disclose to the public and its subscribers—
- (a) the practices, procedures, processes, methodologies, models and key rating assumptions it uses in its credit ratings and credit rating services and any material modification thereto; 25
 - (b) its code of conduct;
 - (c) the general nature of its compensation arrangements; and
 - (d) its policy on publishing credit ratings and other related communication.
- (2) A registered credit rating agency must, every 12 months, disclose to the public and its subscribers data about the historical default rates of its rating categories. 30
- (3) A registered credit rating agency must provide prominent links to the disclosures contemplated in subsections (1) and (2) on its website.
- (4) A registered credit rating agency must annually disclose to the registrar—
- (a) a list of its 20 largest clients by revenue, and the percentage of revenue that each of those 20 clients, individually or together with affiliates, contribute to the total annual revenue of the registered credit rating agency; and 35
 - (b) the name of any client who, individually or together with affiliates, contributes more than ten per cent to the total annual revenue of the registered credit rating agency.

Records

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14. A registered credit rating agency must arrange for adequate records and, where appropriate, audit trails of its credit rating services, which must be kept for a minimum period of five years or such longer period as may be prescribed in any other applicable law.

(4) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u ɓisendedzela kule na u bvisa u kalwa ha zwikolodo kana u litsha u kala hu re hone arali hu tshi khou shaea data I thembeaho, vhukonɓi ha tshishumiswa tsha masheleni kana vhuɓi ha n̄dihiso zwi nga bvededza tshikalo tsha zwikolodo tshi si tshone.

Mulayo wa vhuɓifari

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11. (1) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u ɓanganedza, anɓadza na u tevhedza mulayo wa vhuɓifari kha u—

(a) ɓanganedza milayo yo teaho i re kha mulayo wa vhuɓifari wa mashango a dzitshaka-tshaka yo randelwaho nga redzhiɓtra; na

(b) ɓalutshedza uri mulayo wa vhuɓifari u ɓo tevhedziswa hani; na 10

(2) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u anɓadza tshanduko dziinwe na dziinwe dza mulayo wa vhuɓifari.

(3) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u anɓadza nga n̄waha malugana na u sa tevhedza Mulayo wa vhuɓifari wo randelawaho nga redzhiɓtra kha khethekanyo ya nga fhasi ya (1) (a) na mbuno dza u pfalo. 15

U ita uri mushumo u shuinwe nga inwe khamphani na dziinwe tshumelo

12. (1) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho a ɓi nga, ɓi songo ranga ɓa wana thendelo yo n̄walwaho nga redzhiɓtra, isi mushumo uri u shuinwe nga inwe khamphani nga n̄nani ha musi mushumo u tshi khou iswa kha tshiimiswa tshine tsha vha tsha tshigwada tshenetsho tsha ɓeneɓo zhendedzi ɓo n̄walisaho. 20

(2) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi nga n̄tshedza tshumelo-thusedzi kha tshumelo dzaɓo dza u kala zwikolodo, sa zwe zwa randelwa nga rezhiɓtra.

Mvukululo

13. (1) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u bvukululela tshitshavha na khasiɓama dzaɓo— 25

(a) mishumo, maitete, kuitele, ngona, mimodele na mahumbulelwa a u kala ane zhendedzi ɓa a shumisa kha zwikalo zwa zwikolodo na kha tshumelo dza u kala zwikolodo na kha u khwinisa tshishumiswa tshinwe na tshinwe henehfo;

(b) na mulayo waɓo wa vhuɓifari;

(c) vhuvha ha u tou angaredza kha nzudzanyo dza mbadelo; na 30

(d) mbekanyamaitete yaɓo kha u anɓadza zwikalo zwa zwikolodo na vhuinwe vhudavhidzani.

(2) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela uri, kha minwedzi ya rathi minwe na minwe, ɓi bvukululele tshitshavha na khasiɓama dzaɓo nga ha ɓivhazwakale ya ndaɓiso malugana na u kundelwa u badela kha khethekanyo dzaɓo dza u kala. 35

(3) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u sumbedza zwiimiswa zwa ndeme zwine ɓa tumana nazwo kha zwe zwa bvukululwa zwo bulwaho kha khethekanyo dza nga fhasi dza (1) na (2) kha webusaithi yaɓo.

(4) Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela uri nga n̄waha ɓi sumbedze redzhiɓtra— 40

(a) mutevhe wa khasiɓama khulwanesa dza 20 nga mbuelo, na phesente dza muthelo wa mbuelo wa khasiɓama inwe na inwe ya dzenedzo dza 20, nga nthihi-nga- nthihi kana miraɓo, dze dza itwa dzo fhelela kha n̄waha wa muthelo wa mbuelo wa zhendedzi ɓa u kala zwikolodo; na

(b) khasiɓama inwe na inwe ine, i yothe kana na dziinwe khasiɓama, vha ita phesente dzi fhiraho dza 10 (10%) kha muthelo wothe wa mbuelo wa n̄waha kha zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho. 45

Dzirekhodo

14. Zhendedzi ɓa u kala zwikolodo ɓo n̄walisaho ɓi fanela u dzudzanya dzirekhodo dzo linganelaho nahone, hune zwa tea, vhuɓala ha tholo dza tshumelo dza u kala zwikolodo dzi fanela u vheva lwa tshifhinga tshiɓukusa tsha minwaha miɓanu kana tshenetsho tshifhinga tshilapfu tshine tsha nga vha tsho randelwa kha mulayo munwe na munwe wo teaho. 50

Annual report

- 15.** (1) A registered credit rating agency must annually publish a report to the public, which report must include at least the following:
- (a) detailed information on its legal structure and ownership;
 - (b) a description of its internal control mechanisms that ensure the quality of the credit rating services; 5
 - (c) a description of its record-keeping policy;
 - (d) the outcome of the annual internal review undertaken by its independent compliance unit;
 - (e) financial information on its revenue sources, divided into fees from credit rating services, ancillary services and other services; and 10
 - (f) any other prescribed information.
- (2) The annual report contemplated in subsection (1) must be—
- (a) submitted to the registrar together with the audited financial statements of the registered credit rating agency; and 15
 - (b) published within a period prescribed by the registrar or such later date as the registrar may allow on application by a registered credit rating agency and must remain available on the website of the registered credit rating agency for at least five years.

Independent compliance unit 20

- 16.** (1) A registered credit rating agency or the group to which the registered credit rating agency belongs, must establish and maintain a permanent, independent and effective compliance unit approved by the registrar in accordance with the criteria and guidelines prescribed by the registrar.
- (2) A registered credit rating agency must— 25
- (a) ensure that the compliance unit has the necessary authority, resources, expertise and access to all relevant information; and
 - (b) appoint a compliance officer who is responsible for the compliance unit and for any compliance reporting, and inform the registrar of such appointment and the details of that person. 30
- (3) A compliance officer must—
- (a) monitor and report to the registrar on the compliance of the registered credit rating agency and its employees in respect of the obligations of the registered credit rating agency under this Act and any codes, policies, procedures or systems required to be established under this Act; 35
 - (b) advise and assist the registered credit rating agency in complying with its obligations under this Act;
 - (c) report directly to the board of the registered credit rating agency;
 - (d) review compliance with policies and procedures to manage conflicts of interest and assess the risk of non-compliance for the integrity of the credit rating process; 40
 - (e) review compliance with internal controls with regard to the procedures and methodologies for determining credit ratings, including quantitative and qualitative models used in the rating process; and
 - (f) in consultation with the board of the registered credit rating agency, resolve, avoid or mitigate any conflicts of interest that may arise. 45
- (4) A compliance officer may not—
- (a) perform credit ratings;
 - (b) participate in the development of rating methodologies or models;
 - (c) perform marketing or sales functions; or 50

Muvhigo wa ñwaha

15. (1) Zhendedzi ña u kala zwikolodo ño ñwalisaho ñi fanela u anqadzela muvhigo tshitshavha, une muvhigo wonoyo u fanela u katela zwi tevhelaho:
- (a) zwidodombedzwa nga ha zwa mulayo na vhuñe;
 - (b) ñhalutshedzo nga ha kuitele kwa ndango ya nga ngomu ine ya vhona uri hu vhe na tshumelo dza u kala zwikolodo dzavhuñi; 5
 - (c) ñhalutshedzo nga ha mbekanyamaitele ya u vhulunga rekhodo;
 - (d) mvelelo dza ñholo ya ñwaha ya nga ngomu i itwaho nga yuniti yayo yo ñiimisaho ya u vhona uri mulayo u tevhedzwe;
 - (e) ññivhiso ya zwa masheleni malugana na zwiko zwa mbuyelo ya zhendedzi, zwi kovhiwaho zwa vha kha masheleni u bva kha tshumelo dza u kala zwikolodo, tshumelo dza nga fhasi na dziñwe tshumelo; na 10
 - (f) ññivhiso inwe na inwe yo randelwaho.
- (2) Muvhigo wa ñwaha wo ambiwaho kha khethekanyo ya nga fhasi ya (1) i fanela u— 15
- (a) iswa kha redzhiñtra khathihi na zwiñatamennde zwa ñholo ya masheleni a zhendedzi ña u kala zwikolodo ño ñwalisaho; na u
 - (b) anqadza hu saathu fhela tshifhinga tsho randelwaho nga redzhiñtra kana tshenetsho tshifhinga tsha u lenga tshine redzhiñtra a nga tshi tenda ho tou itwa khumbelo nga zhendedzi ña u kala zwikolodo ño ñwalisaho nahone muvhigo wonoyo u fanela u dzula u hone kha webusaiti ya zhendedzi ña u kala zwikolodo ño ñwalisaho lwa minwaha miñanu. 20

Yuniti yo imaho nga yoñhe ya u vhona uri mulayo u khou tevhedzwa

16. (1) Zhendedzi ña u kala zwikolodo ño ñwalisaho kana tshigwada tshine zhendedzi ña u kala zwikolodo ño ñwalisaho ña wela khatsho, ñi fanela u thoma na u tikedza lwa tshoñhe, yuniti yo imaho nga yoñhe ya u ita uri mulayo u tevhedzwe, zwi vhe zwo tendelwa-vho na nga redzhiñtra zwi tshi ya nga ññila na tsumbamaitele zwo randelwaho nga redzhiñtra. 25
- (2) Zhendedzi ña u kala zwikolodo ño ñwalisaho ñi fanela u—
- (a) vhona uri yuniti ya u vhona uri mulayo u khou tevhedzwa i na maanqalanga o teaho, zwiko, vhuñivhesesi na u kona u swikelela ññivhiso yoñhe yo fanelaho; na u, 30
 - (b) thola muofisiri wa u tevhedzisa mulayo ane a vha na vhuñifhinduleli ha yuniti na u vñigwa huñwe na huñwe hu yelanaho na zwa u tevhedza mulayo na u vñudza redzhiñtra nga ha u tholwa uho hu tshi katelwa na zwidodombedzwa zwa muthu onoyo. 35
- (3) Muofisiri wa u vhona uri mulayo u khou tevhedzwa u fanela u—
- (a) lavhelesa na u vñiga kha redzhiñtra nga ha u tevhedza mulayo nga zhendedzi ña u kala zwikolodo ño ñwalisaho na nga vhashumi zwi tshi yelana na mbofho ya zhendedzi ña u kala zwikolodo ño ñwalisaho nga fhasi ha uno Mulayo na mulayo muñwe na muñwe, mbekanyamaitele, maitele na sisiteme dzi ñodwaho u thoñwa nga fhasi ha uno Mulayo; 40
 - (b) eletshedza na u thusa zhendedzi ña u kala zwikolodo ño ñwalisaho kha u tevhedza mbofho dza uno Mulayo;
 - (c) vñiga thwii kha bodo ya zhendedzi ña u kala zwikolodo ño ñwalisaho; 45
 - (d) ñola u tevhedza mulayo na milayo na mbekanyamaitele na maitele a u langula kñudano ya madzangalelo na u ñhañhuvha mulingo wa u sa tevhedza mulayo zwi tshi itelwa u fhulufhedzea ha kuitele kwa u kala zwikolodo;
 - (e) ñola u tevhedza mulayo na ndango dza nga ngomu zwi tshi yelana na maitele na ngona dza u dzhia tsho kha zwikalo zwa zwikolodo, hu tshi katelwa mimodole ya kñwalithethivi na kñwanthithethivi i shumiswaho, kha kuitele kwa u kala; na 50
 - (f) kwamana na bodo ya zhendedzi ña u kala zwikolodo ño ñwalisaho, u tandulula, u thivhela kana u fhungudza kñudano ya dzangalelo ine ya vha hone. 55
- (4) Muofisiri wa u vhona uri mulayo u khou tevhedzwa ha nga—
- (a) shumi zwa u kala zwikolodo;
 - (b) dzheneleli kha zwa mvelaphanqã ya ngona na mimodele ya u kala zwikolodo;
 - (c) shumi mishumo ya zwa maraga kana thengiso; kana

- (d) participate in establishing compensation levels, other than for employees working for the compliance officer.
- (5) The compensation of a compliance officer by the registered credit rating agency may not be linked to the business performance of the registered credit rating agency, and shall be structured in a manner that ensures independence of judgment. 5
- (6) (a) A compliance officer must annually prepare a compliance report on the compliance of the registered credit rating agency with this Act and any codes, policies, procedures or systems required to be established under this Act.
- (b) The compliance officer must submit the compliance report to the registrar, together with the audited financial statements of the registered credit rating agency. 10
- (7) The compliance officer must submit any other reports to the registrar in the prescribed manner.
- (8) Despite anything to the contrary contained in any law, a compliance officer must report to and inform the registrar in writing of any irregularity or suspected irregularity in the conduct or the affairs of the registered credit rating agency or any breach of this Act. 15
- (9) If the appointment of a compliance officer is terminated, the compliance officer must—
 - (a) submit to the registrar a statement of what the compliance officer believes to be the reasons for that termination; and 20
 - (b) if the compliance officer would, but for that termination, have had reason to submit to the registrar a report contemplated in subsection (8), submit such a report to the registrar.
- (10) The registrar may direct a registered credit rating agency to terminate the appointment of a compliance officer, if the compliance officer fails to comply with any provision of this section in a material manner. 25

Accounting and auditing requirements

- 17.** (1) Except to the extent exempted by the registrar, a registered credit rating agency must annually prepare, in respect of the relevant financial year, financial statements reflecting— 30
- (a) its financial position at its financial year-end;
 - (b) the results of operations, the receipt and payment of cash and cash equivalent balances;
 - (c) all changes in equity for the period then ended, and any additional components required in terms of International Financial Reporting Standards issued by the International Accounting Standards Board or a successor body; and 35
 - (d) a summary of significant accounting policies and explanatory notes on the matters referred to in paragraphs (a) to (c).
- (2) A registered credit rating agency must cause the statements contemplated in subsection (1) to be audited and reported on by an external auditor in accordance with auditing pronouncements as defined in section 1 of the Auditing Profession Act, 2005 (Act No. 26 of 2005). 40
- (3) The registered credit rating agency must submit its audited financial statements to the registrar within a period prescribed by the registrar or such later date as the registrar may allow on application by a registered credit rating agency. 45
- (4) The provisions of section 16(8), (9) and (10) apply, with the necessary changes, to the external auditor of a registered credit rating agency.

- (d) u dzhenelela kha u thoma zwa nyeqanelo dza mbadelo, nga nn̄a ha vhashumi vha shumelaho muofisiri wa u vhona uri mulayo u khou tevhedzwa
- (5) U badelwa ha muofisiri wa u vhona uri mulayo u khou tevhedzwa nga zhendedzi 5
la u kala zwikolodo lo n̄walisaho a hu nga vhi ho tumanywa na u shuma zwa bindu la zhendedzi la u kala zwikolodo lo n̄walisaho nahone zwi do vha zwo itwa nga n̄dila ine ya ita uri hu vhe na khat̄hulo yo diimisaho.
- (6) (a) Muofisiri wa u vhona uri mulayo u khou tevhedzwa u fanela u dzudzanya 10
muvhigo wa n̄waha malugana na u tevhedza mulayo nga zhendedzi la u kala zwikolodo lo n̄walisaho li tshi khou tevhedza uno Mulayo, na minwe milayo, mbekanyamaitele, maitele kana sisiteme dzi todwaho uri dzi thonwe nga uno Mulayo.
- (b) Muofisiri wa u vhona uri mulayo u khou tevhedzwa u fanela u isa muvhigo kha 10
redzhiṣṣtra khathihi na zwiṣṣtamenn̄de zwa masheleni zwa zhendedzi la u kala zwikolodo lo n̄walisaho
- (7) Muofisiri wa u vhona uri mulayo u khou tevhedzwa u fanela u isa mivhigo minwe 15
na minwe kha redzhiṣṣtra nga n̄dila yo randelwaho.
- (8) Naho hu na zwo fhambanaho na uno mulayo kha mulayo ufhio na ufhio, muofisiri 20
wa u vhona uri mulayo u khou tevhedzwa u fanela u vhiga na u vhudza redzhiṣṣtra nga u tou n̄wala nga ha tshinwe na tshinwe tshi sa tshimbidzwi zwavhuḍi kana tshine a humbulela uri a tshi khou tshimbidzwa zwavhuḍi kana nga ha mafhungo a zhendedzi la u kala zwikolodo lo n̄walisaho, kana u pfuka uno Mulayo.
- (9) Arali u tholwa ha muofisiri wa u vhona uri mulayo u khou tevhedzwa ha fheliswa, 20
muofisiri onoyo u fanela u—
- (a) isa tshiṣṣtamenn̄de kha redzhiṣṣtra tshine muofisiri wa u vhona uri mulayo u 25
khou tevhedzwa a tenda uri ndi dzone mbuno dza honoho u fheliswa; nahone
- (b) arali muofisiri wa u vhona uri mulayo u khou tevhedzwa, a tshi itela honoho 25
u fheliswa, o vha e na mbuno dza u isa muvhigo kha redzhiṣṣtra zwo sumbedzwaho kha khethekanyo ya nga fhasi ya (8), muofisiri wa u vhona uri mulayo u khou tevhedzwa u fanela u isa wonoyo muvhigo kha redzhiṣṣtra.
- (10) Redzhiṣṣtra u do fha ndaela zhendedzi la u kala zwikolodo lo n̄walisaho uri li 30
fhelise u tholwa ha muofisiri wa u ita uri mulayo u tevhedzwe, arali muofisiri wa u ita uri mulayo u tevhedzwe a tshi kundelwa u tevhedza mbetshelo ya ino khethekanyo nga n̄dila yone.

T̄hoda dza akhaunthingi na tholo

17. (1) Nga nn̄dani ha musu zwo tendelwa nga redzhiṣṣtra, zhendedzi la u kala 35
zwikolodo lo n̄walisaho li fanela uri nga n̄waha li dzudzanye muvhigo, zwi tshi yelana na n̄waha wo teaho wa muvhalelano, muvhigo wonoyo u vhe u sumbedzaho zwiṣṣtamenn̄de kha—
- (a) tshiimo tsha lo tsha masheleni musu n̄waha wa muvhalelano u tshi fhela;
- (b) mvelelo dza mashumele, u t̄anganedza na u badela tshelede na tshelede i re 40
hone;
- (c) tshanduko dzothe, ndinganelo ya tshifhinga tsho fhelaho, na zwiinwe zwipiḍa 45
zwi todeaho zwi tshi ya nga Zwiṣṣandadi Zwa Mashango a tshakatshaka zwa u Vhiga Masheleni zwo bviswaho nga Bodo ya Akhaunthingi ya Mashango a Dzitshakatshaka ya Siṣṣandaḍi kana tshiimiswa tsha mushumo; na
- (d) manweledzo a mbekanyamaitele dza akhaunthingi na thalutshedzo kha zwe 45
zwa ambiwa kha pharagirafu dza (a) u ya kha (c).
- (2) Zhendedzi la u kala zwikolodo lo n̄walisaho li fanela u itisa uri zwiṣṣtamenn̄de 50
zwo ambiwaho kha khethekanyo ya nga fhasi ya (1) zwi tolwe nahone zwi vhighwe zwi tshi ya nga tholo dzo bulwaho sa zwe zwa thalutshedzwa kha khethekanyo ya 1 ya Mulayo wa *Auditing Professions Act, 2005 (Act No. 26 of 2005)*, nga muḥoli wa nga nn̄dani.
- (3) Zhendedzi la u kala zwikolodo lo n̄walisaho li fanela u isa zwiṣṣtamenn̄de zwo 55
tolwaho kha redzhiṣṣtra hu saathu u fhela tshifhinga tsho randelwaho nga redzhiṣṣtra kana tshenetsho tshifhinga tsha u lenga tshine redzhiṣṣtra a nga tshi tenda ho tou itwa khumbelo nga zhendedzi la u kala zwikolodo lo n̄walisaho
- (4) Mbetsshelo dza khethekanyo ya 16(8), (9) na (10) dzi shumiswa, na tshandukiso 55
dzi todeaho, kha muḥoli wa nga nn̄dani ha zhendedzi la u kala zwikolodo lo n̄walisaho.

CHAPTER 4

ENDORSEMENT OF EXTERNAL CREDIT RATINGS

Requirements for endorsement of external credit ratings

- 18.** (1) A registered credit rating agency may, subject to the approval of the registrar, endorse external credit ratings, if— 5
- (a) the credit rating services resulting in the issuing of the credit rating to be endorsed are undertaken partly or entirely—
 - (i) by the registered credit rating agency; or
 - (ii) by an external credit rating agency belonging to the same group as that registered credit rating agency; 10
 - (b) the registered credit rating agency has verified and is able to demonstrate on an ongoing basis to the registrar that the external credit rating agency is authorised or registered by a regulatory authority to perform credit rating services similar to those regulated under this Act and is subject to the laws of a country other than the Republic, which laws— 15
 - (i) establish a regulatory framework equivalent to that established by this Act; and
 - (ii) are supervised by a regulatory authority;
 - (c) the ability of the registrar to assess and monitor the compliance of the external credit rating agency with the regulatory framework referred to in paragraph (b) is not limited; 20
 - (d) the registered credit rating agency provides the registrar, on the registrar's request, with all information necessary to enable the registrar to monitor, on an ongoing basis, compliance with this Act;
 - (e) there is an objective reason for the credit ratings to be issued in a country other than the Republic, or by an external credit rating agency; and 25
 - (f) an agreement contemplated in section 29 has been entered into between the registrar and the relevant regulatory authority of the external credit rating agency, which agreement, at least, provides for—
 - (i) mechanisms for the exchange of information; and 30
 - (ii) procedures for the coordination of regulatory activities to facilitate the monitoring of credit rating activities resulting in the issuing of the endorsed credit rating on an ongoing basis.
- (2) A credit rating endorsed under this section is deemed—
- (a) to be a credit rating issued by a credit rating agency registered under this Act; 35
 - and
 - (b) to have been issued when the credit rating is published on the website of the registered credit rating agency or by other means, or is distributed by subscription and presented and disclosed in accordance with the requirements of this Act. 40
- (3) A registered credit rating agency that endorsed a credit rating under this section remains fully responsible for that credit rating and for compliance with this Act.
- (4) (a) A registered credit rating agency must apply to the registrar in the manner prescribed, for the approval of the external credit rating agencies whose credit ratings it intends to endorse under this section. 45
- (b) If the registrar is of the opinion that a credit rating cannot be endorsed in accordance with this section or the requirements of this Act, the registrar may instruct the registered credit rating agency not to endorse the credit rating.
- (5) A registered credit rating agency may not use endorsement with the intention of avoiding the requirements of this Act. 50
- (6) The registrar must maintain a list on the FSB official website of external credit rating agencies whose ratings may be endorsed in terms of this section.

NDIMA YA 4

KHWAṬHISEDZO DZA ZWIKALO ZWA ZWIKOLODO DZA NGA NNḂA

TḂoḂea dza khwaṭhisedzo dza zwikalo zwa tshikolodo dza nga nnḂa

18. (1) ZḂendzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃi nga, musi Ḃi tshi khou anana na thendelo ya redzḂiṣṣṣra, khwaṭhisedza zwikalo zwa zwikolodo zwo bviswaho nga zhendedzi Ḃa u kala zwikolodo Ḃa nnḂa, arali— 5

(a) tshumelo dza u kala zwikolodo dzi tshi fhedza dzo bveledza u Ḃetshedzwa ha u kala zwikolodo zwine zwa Ḃo khwaṭhisedzwa nga zwine zwa Ḃo shuḂwa zwi songo fhelelaho kana lwo fhelelaho—

(i) nga zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho kana, 10

(ii) nga zhendedzi Ḃa nnḂa Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃine Ḃa wela kha tshigwada tshithihi na ḂeneḂo zhendedzi Ḃa u kala zwikolodo;

(b) zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃo khwaṭhisedza nahone Ḃi tshi kona u dzula Ḃi tshi zwi sumbedza kha redzḂiṣṣra uri zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃa nnḂa Ḃo tendelwa kana Ḃo Ḃwaliswa uri Ḃi shume tshumelo dza u kala zwikolodo dzi fanaho na dza ndangulo ya fhasi ha uno Mulayo nahone zwi tshi tevḂedza milayo ya shango, hu si RiphabuḂiki, ine milayo yeneyo ya— 15

(i) thoma mutheo wa maanḂalanga u linganaho na hoyo wo thomiwaho nga uno Mulayo; na 20

(ii) u lavheleswa nga tshiimiswa tsha maanḂalanga;

(c) vḂukoni ha redzḂiṣṣra ha u lavhelesa na u ṭḂaṭḂuvha u anana ha mazhendedzi a nnḂa a u kala zwikolodo a tshi anana na mutheo wo ambiwaho kha pharagirafu ya (b) a zwi na phungudzelo;

(d) zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃi fha redzḂiṣṣra, ḂḂivḂiso yoṭḂe i ṭḂoḂeaho musi o i hambela uri a kone u vhona, misi yoṭḂe, u kona u tevḂedzwa ha uno Mulayo; 25

(e) hu na mbuno dzi pḂadzaho kha zwikalo zwa zwikolodo zwine zwa Ḃo bviswa kha shango husi RiphabuḂiki, kana zhendedzi Ḃa u kala zwikolodo Ḃa nnḂa; na

(f) thendelano yo sumbedzwaho kha khethekanyo ya 30 yo itwaho vḂukati ha redzḂiṣṣra na tshiimiswa tsha maanḂalanga tsho teaho tsha zhendedzi Ḃa u kala zwikolodo Ḃa nnḂa, ine thendelano yeneyo, ya vḂeya Ḃa uri— 30

(i) ḂḂila dza u Ḃekana ḂḂivḂiso; na

(ii) maitele a u tshimbidza mishumo ya zwa ndangulo a leludze u ṭolwa ha mishumo ya u kala zwikolodo zwi swikisaho kha u Ḃetshedza khwaṭhisedzo ya u kalwa ha zwikolodo lu sa khauwi. 35

(2) u kalwa ha zwikolodo ho khwaṭhisedzwaho nga fhasi ha ino khethekanyo hu dzḂia—

(a) u kalwa ha zwikolodo ho bviswaho nga zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho ho Ḃwaliswa nga fhasi ha uno Mulayo; nahone 40

(b) zwo bviswaho musi u kalwa ha zwikolodo ho anḂadzwa kha webusaithi ya zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho kana nga maḂwe mazhendedzi zwi amba, kana zwo phaḂaladzwa nga phulufhedziso ya mbadelo na u sumbedzwa na u dzumbululwa zwi tshi ya nga ṭḂoḂea dza uno Mulayo.

(3) Zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃe Ḃa khwaṭhisedza u kalwa ha zwikolodo nga fhasi ha ino khethekanyo Ḃi dzula Ḃi na vḂuḂifhinduleli ha honoho u kalwa ha zwikolodo na u tevḂedza uno Mulayo. 45

(4) (a) Zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho Ḃi fanela u ita khumbelo kha redzḂiṣṣra nga ḂḂila yo randelwaho, Ḃi tshi itela thendelo ya zwikalo zwa zwikolodo zwa mazhendedzi a nnḂa malugana na zwikalo zwa zwikolodo zwine Ḃone zhendedzi Ḃa khou humbula u zwi khwaṭhisedza nga fhasi ha ino khethekanyo. 50

(b) Arali redzḂiṣṣra a na muhumbulo wa uri u kalwa ha zwikolodo a hu nga khwaṭhisedzwi zwi tshi ya nga ino khethekanyo kana ṭḂoḂea dza uno Mulayo, redzḂiṣṣra u Ḃo laela zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho uri Ḃi songo zwi khwaṭhisedza.

(5) Zhendedzi Ḃa u kala zwikolodo Ḃo Ḃwalisaho a Ḃi nga shumisi khwaṭhisedzo Ḃi na muhumbulo wa u thivhela ṭḂoḂea dza uno Mulayo. 55

(6) RedzḂiṣṣra u fanela u vḂulunga mutevḂe kha webusaithi ya tshiofisi ya FSB, mutevḂe wa mazhendedzi a u kala zwikolodo a nnḂa ane zwikalo zwao zwa nga themendelwa u ya nga ino khethekanyo.

CHAPTER 5

LIABILITY AND INDEPENDENCE OF REGISTERED CREDIT RATING AGENCIES

Liability of registered credit rating agency

19. (1) A registered credit rating agency may be delictually liable, in respect of a credit rating issued or credit rating services performed in the ordinary course of business in terms of this Act, for any loss, damages or costs sustained as a result of such credit rating or credit rating service. 5

(2) Subsection (1) does not affect any additional or other liability of a registered credit rating agency to an investor or member of the public, arising from a contractual relationship or the application of any law. 10

Independence

20. No person, including the registrar, may hinder, interfere with, obstruct or improperly attempt to influence a credit rating, the content of a credit rating, or any methodology, model or key assumption used by a registered credit rating agency to derive a credit rating. 15

CHAPTER 6

ADMINISTRATION OF ACT

Registrar and deputy registrar of credit rating agencies

21. The executive officer and deputy executive officer contemplated in section 1 of the Financial Services Board Act are the registrar and deputy registrar of credit rating agencies, respectively, and have the powers and functions provided for under this Act or any other applicable law. 20

Delegation and assignment

22. (1) The registrar may in writing— 25
(a) delegate any of the powers and functions assigned to the registrar under this Act; and
(b) assign any of the duties or functions imposed on the registrar under this Act, to a deputy registrar or any other person, except the power to make rules.

(2) The delegation or assignment contemplated in subsection (1)— 30
(a) is subject to any limitations or conditions that the registrar may impose; and
(b) does not divest the registrar of the responsibility concerning the exercise of the delegated power.

(3) The registrar may confirm, vary or revoke any decision taken by a deputy registrar or any other person, subject to any rights that may have vested as a consequence of the delegation. 35

Powers and functions of registrar

23. (1) The registrar, in addition to the other powers and functions conferred on the registrar in terms of this Act, and subject to subsection (2)—

NDIMA YA 5

VHUÐIFHINDULELI NA U ÐIIMISA HA MAZHENDEDZI A U KALA ZWIKOLODO O ÐWALISAHO

Vhuðifhinduleli ha mazhendedzi a u kala zwikolodo o Ðwalisaho

19. (1) Zhendedzi Ða u kala zwikolodo Ðo Ðwalisaho Ði Ðo vha na vhuðifhinduleli, malugana na zwikalo zwa zwikolodo zwe zwa Ðetshedzwa kana tshumelo dza u kala zwikolodo dze dza shuÐwa nga tshifhinga tsha mushumo zwi tshi ya nga uno Mulayo, arali ha vha na ndozwo, tshinyalelo kana mbadelo ye ya vha hone nga vhanga Ða u kalwa ha zwikolodo kana nga tshumelo ye Ða i Ðetshedza. 5

(2) Khethekanyo ya nga fhasi ya (1) a i kwami zwo tou engedzwaho kana vhuÐwe vhuðifhinduleli ha u zhendedzi Ða u kala zwikolodo Ðo Ðwalisaho kha mubindudzi kana muraÐo wa tshitshavha, zwi tshi bva kha thendelano ya vhusaka kana u shumiswa ha mulayo muÐwe na muÐwe. 10

VhuÐiimisi

20. A hu na muthu, hu tshi katelwa redzhiÐtra ane a nga, thivhela, khakhisa kana nga nÐila i songo teaho a lingedza u tuÐuwedza u kalwa ha zwikolodo, zwi re ngomu kha u kalwa ha zwikolodo kana ngona iÐwe na iÐwe, modele kana mahumbulelwa zwi shumiswaho nga zhendedzi Ða u kala zwikolodo Ðo Ðwalisaho. 15

NDIMA YA 6

KUTSHIMBIDZELE KWA MULAYO

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RedzhiÐtra na muthusa-redzhiÐtra vha u kala zwikolodo na mazhendedzi a u kala zwikolodo

21. Muofisimulangi na muthusi wawe vhe vha bulwa kha khethekanyo ya 1 ya Mulayo wa Bodo ya Tshumelo dza zwa Masheleni ndi vhone redzhiÐtra na muthusa-redzhiÐtra vha zhendedzi Ða u kala zwikolodo vhuvhili havho, nahone vha na maanÐa kha mishumo yo vhetshelwaho nga fhasi ha uno Mulayo kana muÐwe mulayo wo teaho. 25

Vhurumelwa na mushumo

22. (1) Nga u tou Ðwala redzhiÐtra a nga—

(a) fha vhaÐwe maanÐa kana mishumo ye a hweswa nga fhasi ha uno Mulayo; na u 30

(b) fha mishumo miÐwe na miÐwe ye ya fhiwa redzhiÐtra nga fhasi ha uno Mulayo a tshi I fha muthusa-redzhiÐtra kana muthu muÐwe na muÐwe, nga nÐani ha maanÐa a u ita milayo. 35

(2) U ruma na u fha mushumo honoho he ha bulwa kha khethekanyo ya nga fhasi ya (1)— 35

(a) hu tevhedza phungudzelo na milayo miÐwe na miÐwe ine redzhiÐtra a nga I vhea; nahone

(b) a zwi thivheli redzhiÐtra vhuðifhinduleli malugana na u shuma zwe a tou rumela kana u shuma mishumo ye a tou rumela muÐwe muthu. 40

(3) redzhiÐtra a nga khwaÐisedza, shandukisa kana u humisela murahu ttheo yo dzhiiwaho nga muthusa-redzhiÐtra kana muthu muÐwe na muÐwe, zwi tshi itiswa nga pfanelo dziÐwe na dziÐwe dzine dza nga dzo itiswa nga masiandaitwa a vhurumelwa kana u fha mushumo muÐwe muthu. 45

MaanÐa na mishumo ya redzhiÐtra

45

23. (1) RedzhiÐtra, maÐwe maanÐa na mishumo yawe zwi tshi ya nga uno Mulayo, nahone zwi tshi Ðo tevhedza khethekanyo ya nga fhasi ya (2)—

- (a) must supervise and enforce compliance with this Act;
 - (b) must take such steps as the registrar considers necessary, in accordance with the requirements of this Act and other applicable legislation, to protect investors in their dealings with credit ratings, credit rating services and credit rating agencies; 5
 - (c) may by notice require any person, including a registered credit rating agency, to furnish the registrar, within a specified period, with specified information or documents necessary for exercising his or her powers under this Act;
 - (d) may impose conditions that are consistent with this Act in respect of any registration or approval granted or requirement imposed by the registrar, and may amend or withdraw such conditions; 10
 - (e) may, on the written request of a registered credit rating agency, extend any period within which any documentation, information or report must be submitted to the registrar;
 - (f) must determine the form, manner and period, if a period is not specified in this Act, within which any documentation, information or report that a registered credit rating agency is required to publish, disclose, provide or submit under this Act must be published, disclosed, provided or submitted; 15
 - (g) may, despite the provisions of any law, furnish information acquired by the registrar under this Act to any person charged with the performance of a function under any law, including a regulatory authority; 20
 - (h) may issue guidelines on the application and interpretation of this Act; and
 - (i) may take any measures that the registrar considers necessary for the proper performance and exercise of the powers and functions of the registrar for the implementation of this Act, in accordance with the requirements of this Act and other applicable legislation. 25
- (2) The registrar must, in performing his or her powers and functions under this Act or any other applicable law—
- (a) act in a manner which—
 - (i) is compatible with the objects of this Act; and 30
 - (ii) is most appropriate for meeting the objects of this Act; and
 - (b) have regard to—
 - (i) international regulatory and supervisory standards;
 - (ii) the principle that a restriction which is placed on a registered credit rating agency, the issuing of credit ratings or the performance of credit rating services, should be proportionate to the purpose for which it is intended; 35
 - (iii) the international nature of credit rating agencies, credit ratings and credit rating services;
 - (iv) the principle that competition between regulated persons should not be impeded or distorted; and 40
 - (v) the need to use resources in the most effective and cost-efficient manner.

Rules

24. (1) Subject to section 20, the registrar may, by notice in the *Gazette*, make rules with regard to—
- (a) organisational requirements for registered credit rating agencies; 45
 - (b) the independence of registered credit rating agencies and the avoidance of conflicts of interest by registered credit rating agencies;
 - (c) the quality and integrity of credit ratings;
 - (d) the presentation of credit ratings;
 - (e) additional obligations in relation to credit ratings of structured finance instruments; 50
 - (f) additional disclosures;
 - (g) adequate and appropriate record-keeping;
 - (h) fraudulent and misleading advertising, canvassing and marketing;

- (a) u fanela u lavhelesa na u ita uri uno Mulayo u tevhedzwe;
- (b) u fanela u dzhia maga musi a tshi vhona zwo tea, zwi tshi ya nga tshoḁea dza uno Mulayo na miḁwe milayosikwa, a tshi itela u tsireledza vhabindudzi musi vha tshi khou shumana na u kalwa ha zwikolodo, tshumelo dza u kala zwikolodo na mazhendedzi a u kala zwikolodo; 5
- (c) khamusi nga kha ndivhadzo a nga tḁḁa uri muthu muḁwe na muḁwe, hu tshi katelwa zhendedzi ḁa u kala zwikolodo ḁo ḁwalisaho, a tshi isa ndivhiso kana maḁwalwa o ḁalulwaho hu saathu u fhela tshifhinga tsho imaho ngauri, zwi tshi tḁḁelwa uri redzhiḁtra a shumise maanda awe nga fhasi ha uno Mulayo; 10
- (d) a nga vheya milayo ine ya fana na uno Mulayo malugana na u ḁwaliswa kana thendelo i fhiwaho kana thḁḁea i vhwaho nga redzhiḁtra nahone a nga shandukisa kana u humisela murahu yeneyo milayo;
- (e) nga kha khumbelo yo tou ḁwalwaho nga zhendedzi ḁa u kala zwikolodo ḁo ḁwalisaho, a nga engedza tshifhinga tshine ngatsho ḁiḁwalwa ḁiḁwe na ḁiḁwe, ndivhiso kana muvhigo wa fanela u iswa kha ene redzhiḁtra; 15
- (f) u fanela u lavhelesa fomo, ndila na tshifhinga, arali zwi songo ambiwa nga uno Mulayo, zwine kha zwo ḁiḁwalwa ḁiḁwe na ḁiḁwe, ndivhiso kana muvhigo une zhendedzi ḁa u kala zwikolodo ḁo ḁwalisaho ḁi tea u anḁadza, ḁana, ḁetshedza kana isa;
- (g) a nga, naho hu na mbetshelo dza mulayo muḁwe na muḁwe, fha ndivhiso ye ene redzhiḁtra a i wana nga fhasi ha uno Mulayo a tshi fha muthu ane a khou wanwa mulandu wa u shuma mushumo nga fhasi ha mulayo muḁwe na muḁwe, hu tshi katelwa maandaḁalanga; 20
- (h) redzhiḁtra a nga fha tsumbandila dza kushumisele na kuḁalutshedzele kwa uno Mulayo; nahone 25
- (i) a nga dzhia maga maḁwe na maḁwe ane redzhiḁtra a vhona a tshi tḁḁea kha u shuma zwavhuḁi na u shumisa maanda na mishumo ya redzhiḁtra zwi tshi itelwa u shumisa uno Mulayo, zwi tshi ya nga tshoḁea dza uno Mulayo na miḁwe milayosikwa yo teaho.
- (2) Redzhiḁtra u fanela, musi a tshi khou shumisa maanda awe na u shuma mishumo yawe nga fhasi ha uno Mulayo kana miḁwe milayo yo teaho— 30
- (a) u shuma nga ndila ine—
- (i) ya anana na zwipikwa zwa uno Mulayo; nahone
- (ii) ndila yo teaho tshoḁthe kha u fusha zwipikwa zwa uno Mulayo; na uri
- (b) a dzhieḁe nzhele— 35
- (i) zwiḁandadi zwa vhulavhelesi zwa mashango a dzitshaka-tshaka;
- (ii) mulayo wa uri u thivhelwa ho vhwaho kha zhendedzi ḁa u kala zwikolodo ḁo ḁwalisaho, u bviswa ha zwikalo zwa zwikolodo kana kushumelwe kwa tshumelo dza u kala zwikolodo, zwi fanela u fana na ndivho ye wa itelwa zwone; 40
- (iii) vuvha ha mashango a dzitshaka-tshaka ha mazhendedzi a u kala zwikolodo, zwikalo zwa zwikolodo na tshumelo dza u kala zwikolodo;
- (iv) mulayo wa uri muḁḁisano vhukati ha vhathu vho tendelwaho nga ndangulo a u faneli u khakhiswa kana u shandwa; na
- (v) tshoḁea ya u shumisa zwiko nga ḁila yavhuḁi nahone i thusaho. 45

Milayo

24. (1) Zwi tshi tevhedza khethekanyo ya 20, redzhiḁtra a nga, nga ndivhadzo kha *Gazete*, ita milayo malugana na—

- (a) tshoḁea dza zwiimiswa zwa mazhendedzi a u kala zwikolodo o ḁwalisaho;
- (b) vhuḁiimisi ha mazhendedzi a ukala zwikolodo o ḁwalisaho na u thivhela khuḁano ya dzangalelo nga one mazhendedzi a u kala zwikolodo o ḁwalisaho;
- (c) vhuḁi na u thembea ha zwikalo zwa zwikolodo;
- (d) u sumbedzwa ha zwikalo zwa zwikolodo;
- (e) mbofho dzo tou engedzwaho zwi tshi yelana na zwikalo zwa zwikolodo zwa tshishumiswa tsha zwa masheleni; 55
- (f) u bvukululwa ho engedzwaho nga nḁha;
- (g) u vhulunga rekhodo nga ndila yone;
- (h) u galatsha na nyandaḁadzo ya zwa maraga, khungedzelo dza mazwifhi na dza vuhfura;

- (i) suitable guarantees, professional indemnity or fidelity insurance cover, and mechanisms for adjustments of such guarantees or cover;
 - (j) the control or prohibition of incentives given or accepted by a credit rating agency;
 - (k) the responsibilities of credit rating agencies to investors and the public; and 5
 - (l) any matter that the registrar is required or permitted to prescribe in terms of this Act.
- (2) The rules contemplated in subsection (1) may—
- (a) apply to registered credit rating agencies, credit ratings, endorsed credit ratings or credit rating services generally; or 10
 - (b) be limited in application to a particular type of registered credit rating agency, credit rating or credit rating service.
- (3) (a) Before the registrar makes any rule under this section, the registrar must—
- (i) publish a notice of the release of the draft rule in the *Gazette*, indicating that the draft rules are available on the FSB official website, and calling for public comment in writing within a period stated in the notice, which period may not be less than 30 days from the date of publication of the notice; and 15
 - (ii) submit the draft rule to Parliament while it is in session, for parliamentary scrutiny at least one month prior to promulgation.
- (b) If the registrar alters a draft rule because of any comment, the registrar need not publish the alteration prior to making the rule. 20
- (c) After consideration of any comments received in response to the publication and consideration of comments received in respect of the submission of the draft rule to Parliament in terms of paragraph (a)(ii), the registrar may publish the final rule in the *Gazette*, and a copy of the published final rule must be submitted to Parliament. 25
- (4) (a) The registrar may, if in the opinion of the registrar it would impair the achievement of the objects of the Act if a rule is not published immediately, publish that rule in the *Gazette* without complying with subsection (3)(a), provided that the notice of publication indicates—
- (i) the reason why circumstances necessitated publication of the rule without giving notice as contemplated in subsection (3)(a); and 30
 - (ii) that any person who is aggrieved by the rule may make representations to the registrar within a period stated in the notice, which may not be less than 30 days from the date of publication of the notice.
- (b) If the registrar publishes a rule in terms of paragraph (a), the notice referred to in subsection (1) must be submitted to Parliament, and Parliament may provide submissions on the rule, to the registrar. 35

Inspections and on-site visits

25. (1) The registrar may—
- (a) conduct an on-site visit of the business of a registered credit rating agency to determine compliance with this Act; and 40
 - (b) instruct an inspector appointed in terms of section 2 of the Inspection of Financial Institutions Act, 1998 (Act No. 80 of 1998), to carry out an inspection as contemplated in section 3 of that Act.
- (2) The registrar, when conducting an on-site visit in terms of subsection (1)(a)— 45
- (a) has a right of access at any reasonable time to any document as defined in

- (i) pfulufhedziso dzo teaho, tsireledzo ya phrofeshinaḽa kana tsireledzo ya ndindakhombo , na dzindḽila dza u livhanyiswa ha dzenedzo thembiso na tsireledzo;
- (j) ndango kana nyiledzo ya mbadelo dzi fhiwaho kana dzi ḽanganedzwaho nga zhendedzi ḽa u kala zwikolodo; 5
- (k) vhuḽifhinduleli ha mazhendedzi a u kala zwikolodo kha vhabindudzi na tshitshavha; na
- (l) tshinwe na tshinwe tshine redzhiḽtra a ḽoḽea kana a tendelwa u tshi ita nga uno Mulayo.
- (2) Milayo yo sumbedzwaho kha khethekanyo ya nga fhasi ya (1) i nga— 10
- (a) shuma kha mazhendedzi a u kala zwikolodo o ḽwalisaho, zwikalo zwa zwikolodo, zwikalo zwa zwikolodo zwo themendelwaho kana tshumelo dza u kala zwikolodo nga u tou angaredza; kana
- (b) shuma fhedzi kha lushaka lwonolo lwa zhendedzi ḽa u kala zwikolodo ḽo ḽwalisaho, u kala zwikolodo na tshumelo dza u kala zwikolodo. 15
- (3) (a) Phandḽa ha musi redzhiḽtra a tshi ita mulayo nga fhasi ha ino khethekanyo, u fanelo —
- (i) u anḽadza ndivhadzo ya u bviswa ha mvetamveto ya mulayo kha *Gazete*, a tshi khou sumbedza uri mvetamveto ya milayo i hone kha webusaithi ya tshiofisi ya *FSB*, nahone a tshi khou ita khuwelelo ya uri tshitshavha tshi ḽetshedze mahumbulwa atsho nga u tou ḽwala hu saathu u fhira tshifhinga tshine tsha ḽo vha tsho ḽwalwa kha ndivhadzo, tshine tshifhinga tshenetsho a tshi nga vhi fhasi ha maḽuvha a 30 u bva kha datumu ya u anḽadzwa ha ndivhadzo; nahone 20
- (ii) u isa mvetamveto ya mulayo Phalamenndeni musi phalamennde i songo vala, u itela uri phalamennde i ite tsenguluso lwa ḽwedzi muthihi phandḽa ha musi i tshi phaḽaladzwa. 25
- (b) Arali redzhiḽtra a shandukisa mulayo nga nthani ha muhumbulo muḽwe na muḽwe wo dzinginywaho, ha tei u anḽadza hoho u shandukisa a saathu ita mulayo.
- (c) Nga murahu ha u dzhiela nthḽa mahumbulwa o ḽanganedzwaho kha nyanḽadzo na u dzhiela nthḽa mahumbulwa o ḽanganedzwaho malugana na ḽikumedzwa ḽa mvetamveto ya mulayo Phalamenndeni zwi tshi ya nga pharagirafu ya (a) (ii), redzhiḽtra a nga anḽadza mulayo wa u fhedzisela kha *Gazete*, nahone khophi ya u fhedzisela ya mulayo i nga itwa uri ambiwe nga hayo Phalamenndeni. 30
- (4) (a) Redzhiḽtra a nga, arali u ya nga muhumbulo wa ene redzhiḽtra zwi tshi ḽo khakhisa u swikelela zwipikwa zwa Mulayo arali mulayo u songo anḽadzwa nga u ḽavhanya, u ḽo anḽadza uyo mulayo kha *Gazete* a songo tevhedza khethekanyo ya nga fhasi ya (3)(a), tenda iyo ndivhadzo ya sumbedza— 35
- (i) mbuno uri ndi ngani nyimele dzi tshi ḽoḽa uri hu anḽadzwe hu songo thoma ha itwa ndivhadzo sa zwe zwa sumbedzwa kha khethekanyo ya nga fhasi ya (3)(a); na 40
- (ii) uri muthu muḽwe na muḽwe ane a pfa o khakhelwa nga mulayo a nga zwi sumbedza kha redzhiḽtra hu saathu u fhira tshifhinga tsho bulwaho kha ndivhadzo, tshine tshifhinga tshenetsho a tshi fhiri maḽuvha a 30 u bva kha datumu ya u anḽadzwa ha ndivhadzo.
- (b) Arali redzhiḽtra a anḽadza mulayo zwi tshi ya nga pharagirafu ya (a), ndivhadzo yo bulwaho kha khethekanyo ya nga fhasi ya (1) i fanelo u iswa Phalamenndeni, nahone Phalamennde I nga ita ḽikumedzwa ḽa mulayo, kha ene redzhiḽtra. 45

U dalela hune ha shumelwa hone zwi tshi itelwa u ingamela

25. (1) Redzhiḽtra a nga—
- (a) dalela bindu ḽa zhendedzi ḽa u kala zwikolodo ḽo ḽwalisaho u vhona arali ḽi tshi khou anana na uno Mulayo; na 50
- (b) u laela muingameli o tholwaho zwi tshi ya nga khethekanyo ya 2 ya Mulayo wa Nyingamelo ya Zwiimiswa zwa zwa Masheleni, wa 1998 (Mulayo wa Nomboro ya. 80 wa 1998), a tshi ingamela sa zwo bulwaho kha khethekanyo ya 3 ya wonoyu Mulayo. 55
- (2) Redzhiḽtra musi o dalela fhethu hune ha shumelwa hone zwi tshi ya nga khethekanyo ya nga fhasi ya (1)(a)—
- (a) u na pfanelo ya u dzhena nga tshifhinga tshinwe na tshinwe a sedza ḽinwalwa ḽinwe na ḽinwe sa zwo ḽalutshedzwaho nga Mulayo wa Nyingamelo ya Zwiimiswa zwa zwa Masheleni, wa 1998 (Mulayo wa Nomboro ya. 80 wa 60

terms of the Inspection of Financial institutions Act, 1998 (Act No. 80 of 1998) as may reasonably be required for the purposes of the on-site visit;

- (b) may require a registered credit rating agency, associate, or any person holding, or who is accountable for, any such document or involved in the management of the business or affairs of the registered credit rating agency or associate, to provide such information and explanation as may be necessary for purposes of the on-site visit; 5
- (c) may examine, make extracts from and copy any such document; and
- (d) may, where a contravention of this Act has been detected during an on-site visit, and it may be necessary to commence an inspection in terms of the Inspection of Financial Institutions Act, 1998 (Act No. 80 of 1998)— 10
 - (i) issue an instruction prohibiting the removal or destruction of any document or information; or
 - (ii) in order to prevent the destruction of information, against a receipt, temporarily remove the document, 15

pending the completion of an inspection in terms of the Inspection of Financial Institutions Act, 1998 (Act No. 80 of 1998).

(3) After an on-site visit or inspection has been carried out in terms of subsection (1), the registrar may direct the registered credit rating agency or associate concerned to take any steps, to refrain from performing or continuing to perform any act, or to terminate or remedy any contravention of or failure to comply with any provision of this Act. 20

(4) The registrar may, by notice on the FSB official website, or by means of any other appropriate public media, make known—

- (a) the status and outcome of an inspection;
- (b) the details of an inspection, if disclosure is in the public interest; 25
- (c) after having considered the impact upon and the interests of the credit rating agency, the outcome and details of an on-site visit, if disclosure is in the public interest.

Directives

26. (1) The registrar may, in order to ensure proper implementation and administration of this Act, or to further the objects of the Act in section 2, issue a directive to a registered credit rating agency— 30

- (a) to implement specific practices, procedures or processes;
- (b) to take specific actions or measures;
- (c) to desist from undertaking specific practices, procedures, processes, actions or measures; or 35
- (d) generally prohibiting certain practices, procedures, processes, actions or measures.

(2) A directive contemplated in subsection (1) may—

- (a) apply to registered credit rating agencies, credit ratings or credit rating services generally; 40
- (b) apply to a specific registered credit rating agency, credit rating or credit rating service; or
- (c) be limited in its application to a particular type of registered credit rating agency, whether local or external, a credit rating service published or performed in the Republic, or a credit rating, whether relating to an opinion regarding— 45
 - (i) an entity;
 - (ii) securities or a financial instrument; or
 - (iii) an issuer of securities or a financial instrument. 50

(3) A directive issued in terms of subsection (1) takes effect on the date determined by the registrar in the directive, and may take effect immediately.

(4) The registrar may amend, cancel or revoke any previously issued directives.

- 1998), sa zwine zwa ƚoƚea u itela ndivho dza u dalela hune ha shumelwa hone—
- (b) a nga ƚoƚa zhendedzi ƚa u kala zwikolodo ƚo nƚwalisaho, zhendedzi ƚi shumisani, kana muthu o faraho mukovhe, kana ane a vha na vhuƚifhinduleli kha, ƚiƚwalwa ƚiƚwe na ƚiƚwe kana a kwameaho kha vhulangi ha bindu kana vhushaka ha zhendedzi ƚa u kala zwikolodo ƚo nƚwalisaho kana ƚishumisani, a tshi bvisa nƚivhiso na ƚhalutshedzo u itela ndivho dza madalo. 5
- (c) a nga ƚhaƚhuvha, a dzhia zwine a dzhia kha khophi ya ƚiƚwalwa ƚiƚwe na ƚiƚwe; nahone
- (d) a nga ri musi hu na u pfuka uno Mulayo o hu wanaho musi e kha madalo nahone zwi nga ƚoƚa uri a thome u ingamela zwi tshi ya nga Mulayo wa Nyingamelo ya Zwiimiswa zwa zwa Masheleni, wa 1998 (Mulayo wa Nomboro ya. 80 wa 1998), — 10
- (i) fha ndaela ya u iledza u bviswa kana u kherukanywa ha ƚiƚwalwa kana nƚivhiso iƚwe na iƚwe; kana 15
- (ii) u itela u thivhela u kherukanywa ha nƚivhiso, a nga tou bvisa nƚivhiso lwa tshifhinga nyana,
- hu tshi khou lindelwa u fhedziswa ha nyingamelo zwi tshi ya nga Mulayo wa Nyingamelo ya Zwiimiswa zwa zwa Masheleni, wa 1998 (Mulayo wa Nomboro ya. 80 wa 1998), 20
- (3) Nga murahu ha u dalela fhethu ha zhendedzi kana u ingamela ho itwaho zwi tshi ya nga khethekanyo ya nga fhasi ya (1), redzhiƚtra a nga laela zhendedzi ƚa u kala zwikolodo ƚo nƚwalisaho kana zhendedzi-ƚishumisani ƚi kwameaho uri ƚi dzhie maga kana ƚi litshe u shuma kana u bvela phanƚa na u shuma, kana u litsha kana ƚi litshe u khakha hune ƚa khou khakha hone kana hune ƚa khou kundelwa u tevhedza mbetshelo iƚwe na iƚwe ya uno Mulayo. 25
- (4) Redzhiƚtra nga nƚivhadzo, a nga, kana webusaithi ya tshiofisi ya Bodo ya Tshumelo dza zwa Masheleni, kana nga nƚila iƚwe na iƚwe ya tshirathisi tsho teaho, ita uri hu ƚivhee—
- (a) tshiimo na mvelelo dza nyingamelo; 30
- (b) zwidodombedzwa zwa nyingamelo, arali u bvukulula hoho zwi dzangalelo ƚa tshitshavha;
- (c) nga murahu ha u dzhiela nƚha ƚhuƚhuwedzo na madzangalelo a zhendedzi ƚa u kala zwikolodo, mvelelo na zwidodombedzwa zwa u dalela hune ha shumelwa hone, arali u bvukulula hoho zwi dzangalelo ƚa tshitshavha. 35
- ### Dzindaela
26. (1) Redzhiƚtra, u itela u thoma u shumiswa zwavhuƚi na kutshimbidzele kwa uno Mulayo, kana u isa phanƚa zwipikwa zwa uno Mulayo kha khethekanyo ya 2, a nga fha ndaela zhendedzi ƚa u kala zwikolodo ƚo nƚwalisaho uri—
- (a) ƚi thome u shumisa nyito, kana maitele o imaho nga uri, 40
- (b) ƚi dzhie nyito na maga o imaho nga uri;
- (c) litshisa u shuma nyito, maitele, mishumo kana maga; kana
- (d) nga u angaredza a nga iledza dziƚwe nyito, maitele, mishumo kana maga.
- (2) Ndaela dzo bulwaho kha khethekanyo ya nga fhasi ya (1) dzi nga—
- (a) shuma kha mazhendedzi a u kala zwikolodo o nƚwalisaho, zwikalo zwa zwikolodo kana tshumelo dza u kala zwikolodo nga u angaredza; 45
- (b) shuma kha zhendedzi ƚa u kala zwikolodo ƚeneƚo, u kalwa ha zwikolodo kana tshumelo ya u kala zwikolodo yeneyo; kana
- (c) i nga tou livhiswa kha u shumiswa hayo kha lushaka lwa zhendedzi ƚa u kala zwikolodo ƚeneƚo ƚo nƚwalisaho, ƚi nga vha ƚapo kana ƚa mashangoƚavha, tshumelo ya u kala zwikolodo i anƚadzwaho kana i shuƚwaho kha Riphabuƚiki, kana kha u kala zwikolodo, zwi nga vha zwi yelanaho na muhumbulo malugana na— 50
- (i) tshiimiswa;
- (ii) mikovhe kana tshishumiswa tsha zwa masheleni; kana 55
- (iii) mufhi wa mikovhe kana tshishumiswa tsha zwa masheleni.
- (3) Ndaela i fhiwaho zwi tshi ya nga khethekanyo ya nga fhasi ya (1) i thoma u shuma nga datumu ine tsheo ya hone ya dzhiwa nga redzhiƚtra, nahone i nga thoma u shuma nga u ƚavhanya.
- (4) Redzhiƚtra a nga shandukisa, fhelisa kana humisela murahu ndaela dze dza itwa tshifhinga tsho fhelaho. 60

(5) The registrar must, where a directive is issued to ensure the protection of investors, potential investors or the public in general, publish the directive in the *Gazette* and in any other media that the registrar deems appropriate, and a copy of the published directive must be submitted to Parliament.

Exemptions

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27. (1) The registrar may, on application or on the registrar's initiative exempt any person, category of persons or registered credit rating agency from, or in respect of, any provision of the Act if the registrar is satisfied that—

(a) practicalities impede the strict application of a specific provision of the Act; and

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(b) the granting of the exemption will not—

(i) conflict with the public interest;

(ii) prejudice the interests of—

(aa) the clients of registered credit rating agencies;

(bb) the users of credit ratings or credit rating services; or

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(cc) regulatory authorities that rely on, refer to or use credit ratings in their supervision and regulation activities; and

(iii) frustrate the achievement of the objects of this Act.

(2) An exemption contemplated in subsection (1) may—

(a) apply to any person, category of persons or registered credit rating agencies generally, a specific registered credit rating agency or be limited in its application to a particular type of registered credit rating agency; and

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(b) be made subject to conditions and be granted for a period that the registrar may determine.

(3) The registrar may, at any time by notice on the FSB official website, withdraw, wholly or in part, and on any ground which the registrar deems sufficient, any exemption granted under subsection (1).

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(4) The registrar must, where an exemption applies generally or to a type of registered credit rating agency, publish the exemption in the *Gazette* and any other media that the registrar deems appropriate, and a copy of the published exemption must be submitted to Parliament.

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Fees and penalties

28. (1) (a) The registrar may by notice on the FSB official website determine the fees payable to the registrar by any person, or category of persons seeking a decision, applying for registration or the performance of any other act by the registrar under this Act, and the registrar may in a similar manner amend, substitute or withdraw any such notice.

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(b) The fees are payable in the manner, and are subject to the requirements, determined by the registrar by notice on the FSB official website.

(2) (a) A person who is liable to pay the fees contemplated in subsection (1)(a) and who fails to pay the amount due on the date or within the period specified, must pay interest on the amount outstanding at the prescribed rate.

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(b) The fees and interest owed in respect thereof are regarded as debts due to the registrar and may be recovered by the registrar by way of a judicial process in a competent court.

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(3) The registrar may impose an administrative penalty on a registered credit rating agency for failure to submit, to the registrar within a period specified in terms of this Act, any statement, report, return or other document or information required to be submitted

(5) Redzhiŝtra u fanela, uri kha he ha itwa ndaela a tshi itela tsireledzo ya vhabindudzi, na vhane vha nga vha vhabindudzi kana tshitshavha nga u angaredza, anqadza ndaela kha *Gazete* na zwiŋwe zwirathisi zwine ene redzhiŝtra a vhona zwo tea, na khophi ya ndaela dzo anqadzwaho I fanela u iswa phalamenndeni.

U tendelwa u sa tevhedza mulayo

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27. (1) Redzhiŝtra a nga, musi ho itwa khumbelo kana redzhiŝtra o tou zwi thoma ene muŋe, tendela muthu muŋwe na muŋwe, khethekanyo inwe na inwe ya vhatu kana zhendedzi linwe na linwe la u kala zwikolodo lo nwalisaho la sa vxoxwe nga, mbetshelo inwe na inwe ya Mulayo arali redzhiŝtra a tshi fushea uri—

(a) nyito dzi khakhisa u shumiswa ha mbetshelo yeneyo ya Mulayo; na 10

(b) u fha thendelo a hu nga qo—

(i) kuqana na dzangalelo la tshitshavha;

(ii) khetulula madzangalelo a—

(aa) khasitama dza mazhendedzi a u kala zwikolodo o nwalisaho;

(bb) vhashumisi vha zwikalo zwa zwikolodo kana tshumelo dza u kala zwikolodo; kana 15

(cc) zwiimiswa zwa maandalanga zwine zwa qitika nga, sedza kha, kana shumisa zwikalo zwa zwikolodo musi zwi kha mishumo ya u lavhelesa na u langa; na

(iii) u daqisa u swikelela zwipikwa zwa uno Mulayo. 20

(2) Thendelo yo sumbedzwaho kha khethekanyo ya nga fhasi ya (1) I nga—

(a) shuma kha muthu muŋwe na muŋwe, khethekanyo ya vhatu inwe na inwe kana mazhendedzi a u kala zwikolodo o nwalisaho nga u angaredza, zhendedzi la u kala zwikolodo lene lo lo nwalisaho kana u shumiswa ha thendelo ha tou livhiswa fhedzi kha lushaka lwa zhendedzi la u kala zwikolodo lene lo lo nwalisaho; na 25

(b) itwa uri I tevhedze nyimele nahone ya fhiwa lwa tshifhinga tshine redzhiŝtra a qo tou ta.

(3) Redzhiŝtra a nga ri, nga tshifhinga tshinwe na tshinwe nga ndivhadzo kha webusaithi ya tshiofisi ya Bodo ya Tshumelo dza zwa Masheleni, humisela murahu, tshoqhe kana tshipiqa, nahone nga mbuno inwe na inwe ine redzhiŝtra a vhona yo lingana, u tendelwa u sa tevhedza Mulayo nga fhasi ha khethekanyo ya nga fhasi ya (1). 30

(4) Redzhiŝtra u fanela u, hune thendelo ya shumiswa nga u angaredza kana kha lushaka lwa zhendedzi la u kala zwikolodo lo nwalisaho, anqadza thendelo kha *Gazete* na zwiŋwe zwirathisi zwine redzhiŝtra a vhona zwo tea, nahone khophi ya thendelo yo anqadzwaho i iswe phalamenndeni. 35

Mbadelo na ndatiso

28. (1) (a) Redzhiŝtra nga ndivhadzo kha webusaithi ya tshiofisi ya Bodo ya Tshumelo dza zwa Masheleni a nga ta mbadelo dzi badelwaho kha redzhiŝtra nga muthu muŋwe na muŋwe, kana khethekanyo inwe na inwe ya vhatu vha toqaho tsheo, vhane vha khou humbela u nwalisa kana kushumele kwa mulayo muŋwe na muŋwe nga redzhiŝtra nga fhasi ha uno Mulayo, nahone redzhiŝtra nga ndila i fanaho a nga shandukiswa, imelwa kana yeneyo ndivhadzo ya tou humiselwa murahu. 40

(b) Mbadelo dzi badelwa nga ndila ine, ya tevhedza thoqea, dzine tsheo ya hone ya dzhiiwa nga redzhiŝtra nga kha ndivhadzo kha webusaithi ya tshiofisi ya Bodo ya Tshumelo dza zwa Masheleni. 45

(2) (a) Muthu ane a vha na vhuqifhinduleli ha u badela mbadelo dzo sumbedzwaho kha khethekanyo ya nga fhasi ya (1)(a) nahone ane a kundelwa u badela mutengo nga datumu yo vhwaho kana u kundelwa u badela hu saathu u fhira tshifhinga tsho vhwaho, u fanela u badela nyingapfuma kha mutengo une a khou koloda nahone nyingapfuma dza hone dzi dzo rendelaho. 50

(b) Mbadelo na nyingapfuma dzine dza khou kolodwa dzoqhe hafho, dzi dzhiiwa sa zwikolodo zwine zwa tea u badelwa kha, nahone redzhiŝtra a nga ita uri dzi badelwe nga lwa mulayo nga khothe ine ya zwi kona.

(3) Redzhiŝtra a nga vhea ndatiso musi ho vha na u kundelwa nga zhendedzi la u kala zwikolodo lo nwalisaho u isa hu saathu u fhela tshifhinga tsho bulwaho zwi tshi ya nga uno Mulayo, u sa isa tshitaqamennde, muvhigo, mbuelo kana linwalwa kana ndivhiso zwi toqwaho u iswa zwi tshi ya nga uno Mulayo, ndatiso yeneyo a i nga fhiri tshelede 55

in terms of this Act, such penalty to be prescribed by the registrar for every day during which the failure continues.

(4) The registrar must, before imposing a penalty, by written notice to the registered credit rating agency—

- (a) inform the registered credit rating agency of the intention of the registrar to impose a penalty; 5
- (b) specify the particulars of the alleged failure;
- (c) set out the reasons for the intended imposition of a penalty;
- (d) specify the amount of the penalty intended to be imposed; and
- (e) call upon the registered credit rating agency to show cause within a period specified by the registrar why the penalty should not be imposed. 10

(5) If the registrar, after consideration of representations made by the registered credit rating agency, decides to impose a penalty, the registrar must notify the registered credit rating agency in writing that it may—

- (a) pay the penalty within a stipulated period; or 15
- (b) appeal to appeal board in accordance with section 33 against the imposition of the penalty.

(6) If a registered credit rating agency fails to pay the penalty or to note an appeal within the periods stipulated in the notice contemplated in subsection (5), the registrar may, by way of civil action in any competent court, recover the amount of the penalty from the registered credit rating agency concerned. 20

Cooperation with regulatory authorities

29. (1) The registrar may—

- (a) liaise with any regulatory authority on matters of common interest;
- (b) negotiate agreements with any regulatory authority to— 25
 - (i) coordinate and harmonise the reporting and other obligations of credit rating agencies, external credit rating agencies and groups as defined in section 1;
 - (ii) provide mechanisms for the exchange of information in accordance with domestic law; and 30
 - (iii) provide procedures for the coordination of regulatory activities to facilitate the monitoring of credit rating activities resulting in the issuing of the endorsed credit rating on an ongoing basis;
- (c) participate in the proceedings of any regulatory authority; and
- (d) advise or receive advice from any regulatory authority. 35

(2) The registrar may, without detracting from the generality of subsection (1), enter into a written agreement, including a memorandum of understanding, with a foreign regulatory authority in whose country a subsidiary or holding company of a credit rating agency is incorporated, which cooperation agreement may include—

- (a) a provision that the registrar or foreign regulatory authority may conduct an on-site examination or an inspection of a credit rating agency, an external credit rating agency or any member of a group as defined in section 1; 40
- (b) a provision that the registrar and foreign regulatory authority may share information relating to the financial condition and performance of the institutions contemplated in paragraph (a); 45
- (c) a provision that the registrar or foreign regulatory authority—
 - (i) be informed of adverse assessments of qualitative aspects of the operations of a credit rating agency or the institutions contemplated in paragraph (a); or

yo randelwaho nga redzhiŝtra, lwa ōuvha na ōuvha nga tshifhinga tsha musi zhendedzi ſi tshi khou balelwa.

(4) Redzhiŝtra u fanela uri, phandā ha u vhea ndaŝiso, nga u tou n̄walela n̄divhadzo zhendedzi ſa u kala zwikolodo ſo n̄walisaho—

- (a) u ōivhadza zhendedzi ſa u kala zwikolodo ſo n̄walisaho nga ha muhumbulo wa redzhiŝtra wa u ita ndaŝiso; 5
- (b) bula zwidodombedzwa zwa u kundelwa u badela;
- (c) sumbedza mbuno dza muhumbulo wa u ita ndaŝiso;
- (d) bula mutengo wa ndaŝiso une wa khou humbulelwa u itwa; na
- (e) u vhidza zhendedzi ſa u kala zwikolodo ſo n̄walisaho uri ſi sumbedze nga tshifhinga tsho imaho nga uri tshe tsha tiwa nga redzhiŝtra uri ndi ngani ndaŝiso i sa tei u itwa. 10

(5) Arali redzhiŝtra, nga murahu ha u lavhelesa zwe zhendedzi ſa u kala zwikolodo ſo n̄walisaho ſa sumbedza, a dzhia tsho ya u ita ndaŝiso, redzhiŝtra u fanela u ōivhadza zhendedzi ſa u kala zwikolodo ſo n̄walisaho nga u tou n̄wala a tshi vhudza zhendedzi uri— 15

- (a) u badela ndaŝiso hu saathu u fhela tshifhinga tsho bulwaho; kana
- (b) u aphila kha bodo ya zwa aphila zwi tshi ya nga khethekanyo ya 33 malugana na ndaŝiso yeneyo.

(6) Arali zhendedzi ſa u kala zwikolodo ſo n̄walisaho ſa kundelwa u badela ndaŝiso kana u n̄wala aphila nga maōuvha o buliwaho kha khethekanyo ya nga fhasi ya (5), redzhiŝtra nga ndila ya u tou zwi ita mulandu wa mbilo kha khothe inwe na inwe ine ya vha na vhukoni, a nga wana tshelede yeneyo ya ndaŝiso kha zhendedzi ſa u kala zwikolodo ſo n̄walisaho. 20

Tshumisano na zwiimiswa zwa maanᄁalanga 25

29. (1) Redzhiŝtra a nga—

- (a) shumisana na tshiimiswa tshinwe na tshinwe tsha maanᄁalanga kha zwi kwamaho madzangalelo ane a fana;
- (b) ambedzana zwi kwamaho thendelano na tshiimiswa tshinwe na tshinwe tsha maanᄁalanga kha— 30
 - (i) u dzudzanya na u ŝanganyisa u vhiga na dziinwe mbofho dza mazhendedzi a u kala zwikolodo, na mazhendedzi a nnᄁa a u kala zwikolodo na zwigwada sa zwe zwa ŝalutshedzwa kha khethekanyo ya 1;
 - (ii) u n̄tshedza dzinᄁila dza u n̄kana n̄divhiso zwi tshi ya nga mulayo wa hayani; na 35
 - (iii) u n̄tshedza maitele kha u tshimbidza mishumo ya zwiimiswa zwa maanᄁalanga u itela u leludza zwa u lavhelesa mishumo ya u kala zwikolodo, mvelelo dzi tshi bva kha u fha u kalwa ha zwikolodo ho kwaŝisedzwaho nga nᄁila i sa imiho. 40
- (c) u dzhenelela kha u tshimbila ha zwiimiswa zwa maanᄁalanga; na
- (d) u eletshedza kana u ŝanganedza ngeletshedzo dzi tshi bva kha zwiimiswa zwa maanᄁalanga.

(2) Redzhiŝtra a nga, hu si na u kheluwa kha nyangaredzo ya khethekanyo ya nga fhasi ya (1), u dzhena kha thendelano yo tou n̄walwaho, zwi tshi katela memorandamu wa u pfesesana, na zwiimiswa zwa maanᄁalanga zwa mashango a nnᄁa zwa nga fhasi kana zwine zwa vha na mikovhe ya mazhendedzi a u kala zwikolodo zwo katelwa, zwine thendelano ya tshumisano i nga katela— 45

- (a) mbetshelo ya uri redzhiŝtra kana tshiimiswa tsha maanᄁalanga tsha mashango a nnᄁa tshi nga ita ŝaŝuvho ya fhethu kana nyingamelo kha mazhendedzi a u kala zwikolodo kana muraᄁo muᄁwe na muᄁwe wa tshigwada sa zwe zwa ŝalutshedziswa zwone kha khethekanyo ya 18; 50
- (b) mbetshelo ya uri redzhiŝtra na zwiimiswa zwa maanᄁalanga zwa mashango a nnᄁa vha nga n̄kana n̄divhiso zwi tshi yelana na tshiimo tsha zwa masheleni na kushumele kwa zwiimiswa zwo sumbedzwaho kha pharagirafu ya (a); 55
- (c) mbetshelo ya uri redzhiŝtra kana zwiimiswa zwa maanᄁalanga zwa mashango a nnᄁa—
 - (i) zwi vhudzwe nga ha ŝaŝuvho nga ha tshiimo tsha mashumele a zhendedzi ſa u kala zwikolodo kana zwiimiswa zwo sumbedzwaho kha pharagirafu ya (a); kana 60

- (ii) may provide information regarding significant problems that are being experienced within a credit rating agency or the institutions contemplated in paragraph (a); and
- (d) such other matters as the registrar may deem relevant.

CHAPTER 7

5

ENFORCEMENT ACTIONS AND REMEDIES

Enforcement committee

30. The registrar may, despite and in addition to taking any step that the registrar may take under this Act, refer any contravention of this Act to the enforcement committee established in terms of section 10(3) of the Financial Services Board Act. 10

Civil action

31. The registrar may, when satisfied on the basis of available facts and information that a person has contravened or not complied with any provision of this Act, or is likely so to contravene or not to comply, apply to a court for an order—

- (a) restraining such person from continuing to commit any such act or omission; 15
- (b) restraining such person from committing such an act in future; or
- (c) requiring the person to take such remedial steps as the court deems necessary to rectify the consequences of the act or omission.

Offences and penalties

32. Any person who— 20

- (a) contravenes or fails to comply with section 3(2);
- (b) deliberately makes a misleading, false or deceptive statement, or conceals any material fact; or
- (c) in the execution of duties imposed by this Act, gives an auditor or compliance officer information which is false, misleading or conceals any material fact, 25

is guilty of an offence and on conviction liable to a fine or to imprisonment for a period not exceeding 10 years or to both a fine and such imprisonment.

Right of appeal

33. (1) Whenever the registrar makes a decision in terms of this Act which adversely affects the rights of a person, the registrar must inform the affected person of that person's right to appeal in accordance with section 26 of the Financial Services Board Act. 30

(2) Any person who feels aggrieved by any decision of the registrar made in terms of this Act, may appeal in the prescribed manner to the appeal board established in terms of section 26(A) of the Financial Services Board Act, and in accordance with section 26 of that Act. 35

CHAPTER 8

GENERAL PROVISIONS

Regulations

34. (1) The Minister may make regulations not inconsistent with this Act with regard to any matter that is required or permitted to be prescribed in terms of this Act. 40

(2) (a) Before the Minister makes any regulations under this section, the Minister must—

- (ii) zwi nga fhiwa ndivhiso malugana na thaidzo dza ndeme dzine dza khou tanganiwa nadzo ngomu ha mazhendedzi a u kala zwikolodo kana zwiimiswa zwo sumbedzwaho kha pharagirafu ya (a); na
- (d) izwo zwiinwe redzhiŝtra u do ita nga hune a vhona zwo tea.

NDIMA YA 7

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NYITO DZA U KOMBETSHEDZA NA THANDULULO

Komiti ya u ita uri mulayo u tevhedzwe

30. Redzhiŝtra a nga, naho zwo ralo nahone nga nŝha ha zwenezwo zwa u dzhia liga linwe na linwe nga fhasi ha uno Mulayo, u do isa u pfukwa ha uno Mulayo kha komoti ya u ita uri Mulayo u tevhedzwe yo thoŝwaho zwi tshi ya nga khethekanyo ya 10(3) ya Mulayo wa Bodo ya Tshumelo dza zwa Masheleni. 10

Liga la mulayo

31. Redzhiŝtra a nga ri, musi a tshi fushea nga mbuno dzi re hone na ndivhiso kha zwa uri muthu o pfuka kana ha ngo tevhedza inwe ya mbetshelo dza uno Mulayo, kana hu na vhuhulu ha u nga pfuka kana u sa tevhedza mulayo, ene redzhiŝtra a nga shumisa Khothe u ita ndaela— 15

- (a) i thivhelaho uyo muthu u isa phanda na u ita yeneyo nyito kana u pfuka honoho;
- (b) i thivhelaho uyo muthu u ita iyo nyito tshifhinga tshi daho; kana
- (c) i doŝaho muthu a tshi dzhia maga a u tandulula thaidzo sa zwine Khothe ya vhona zwo tea u khakhulula masiandaitwa a nyito kana uho u khakha. 20

Vhutshinyi na ndaŝiso

32. Muthu muŝwe na muŝwe ane a—

- (a) pfuka kana u kundelwa u tevhedza khethekanyo ya 3(2);
- (b) ita nga khole tshiŝtamende tshi xedzaho, tsha mazwifhi kana tsha vuhfura, kana a tshi khou dzumba vhuŝanzi; kana 25
- (c) shuma mishumo yo vhwaho nga uno Mulayo a fha mutholi kana muofisiri wa u ita uri mulayo u tevhedzwe ndivhiso ya u zwifha, ine ya xedza kana ya dzumba vhuŝanzi, 30

una mulandu wa vhutshinyi nahone u vhonwa mulandu une u vha na vhuŝifhinduleli ha u fhiwa ndaŝiso kana u tou valelwa dzhele lwa tshifhinga tshi sa paŝiho miŝwaha ya 10, kana vhuvhili hazwo zwoŝhe, ndaŝiso na u valelwa dzhele. 30

Pfanelo dza u aphila

33. (1) Tshifhinga tshiŝwe na tshiŝwe musi redzhiŝtra a tshi ita tsheo ine ya kwama muthu zwi tshi ya nga uno Mulayo, redzhiŝtra u fanela u vhudza muthu ane a kwamea a tshi mu vhudza nga ha pfanelo dzawe dza u ita aphila zwi tshi ya nga khethekanyo ya 26 ya Mulayo wa *Financial Services Board Act*. 35

(2) Muthu muŝwe na muŝwe ane a pfa o khakhelwa nga tsheo yo itwaho nga redzhiŝtra zwi tshi ya nga uno Mulayo a nga ita aphila nga ndila yo randelwaho kha bodo ya zwa aphila yo thoŝwaho zwi tshi ya nga khethekanyo ya 26(A) ya Mulayo wa *Financial Services Board Act*, nahone zwi tshi ya nga khethekanyo ya 26 ya Mulayo wonoyu. 40

NDIMA YA 8

MBETSHELO-NYANGAREDZI

Ndangulo

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34. (1) Minista a nga ita ndangulo dzi sa kuŝaniho na uno Mulayo zwi tshi yelana na zwi doŝwaho kana zwi tendelwaho u randelwa nga uno Mulayo.

(2) (a) Phanda ha musi Minista a tshi ita ndangulo nga fhasi ha ino khethekanyo, Minista u fanela u—

- (i) publish a notice of the publication of the draft regulations in the *Gazette*, indicating that the draft regulations are available on the National Treasury official website, and calling for public comment in writing within a period stated in the notice, which period may not be less than 30 days from the date of publication of the notice; and 5
 - (ii) submit the draft regulations to Parliament while it is in session, for parliamentary scrutiny at least one month before promulgation.
- (b) If the Minister alters a draft regulation because of any comment, the Minister need not publish the alteration before promulgating the regulation.
- (c) After consideration of any comments received in response to the publication and consideration of comments received pursuant to the submission of the proposed regulations to Parliament in terms of paragraph (a)(ii), the Minister may promulgate the regulation in the *Gazette*. 10
- (d) A copy of a regulation promulgated in terms of paragraph (c) must be submitted to Parliament. 15

Saving of rights

35. No provision of this Act, and no act performed under or in terms of any provision thereof, may be construed as affecting any right of a person to seek appropriate legal redress in terms of common law or any other relevant legislation, whether relating to civil or criminal matters, in respect of a credit rating or credit rating agency. 20

Amendment of law

36. The law referred to in the Schedule is hereby amended to the extent specified in the third column thereof.

Short title and commencement

37. This Act is called the Credit Rating Services Act, 2012, and comes into operation on a date determined by the Minister by notice in the *Gazette*. 25

- (i) anḡadza nḡivhadzo ya nyanḡadzo ya mvetamveto ya ndangulo kha *Gazete*, a tshi khou sumbedza uri mvetamveto ya ndangulo i hone kha webusaithi ya tshiofisi ya Muhasho wa Gwama ḡa muvhuso wa Lushaka, nahone a tshi khou ita khuwelelo ya mahumbulwa u bva kha tshitshavha, dzo tou nḡwaliwa hu saathu u fhira tshifhinga tsho bulwaho kha nḡivhadzo; na 5
- (ii) isa mvetamveto ya ndaulo Phalamenndeni musi Phalamennde i songo vala, u itela uri Phalamennde i ite tsenguluso lwa nḡwedzi muthihi phanḡa ha musi I tshi phaḡaladzwa. 10
- (b) Arali Miniḡḡa a shandukisa mvetamveto ya ndaulo nga nḡhani ha madzinginywa a tshitshavha, Miniḡḡa ha tsha tea u ita nyanḡadzo ya heyo tshanduko phanḡa ha musi a tshi phaḡaladza. 10
- (c) Nga murahu ha u dzhiela nḡha mahumbulwa a bvaho tshitshavhani malugana na nyanḡadzo na u dzhielwa nḡha ha mahumbulwa o ḡangedzwaho u ya nga ḡikumedzwa ḡa ndaulo dzo dzinginywaho kha Phalamennde zwi tshi ya nga pharagirafu ya (a) (ii), Miniḡḡa a nga phaḡaladza ndangulo kha *Gazete*. 15
- (d) Khophi ya ndaulo yo phaḡaladzwaho zwi tshi ya nga pharagirafu ya (c) i fanela u iswa Phalamenndeni.

U tsireledza pfanelo

35. A hu na mbetshelo ya uno Mulayo, na nyito i itwaho nga fhasi kana zwi tshi ya nga iḡwe ya mbetshelo heneḡho, ine ya nga ḡalutshedzwa sa i kwamaho pfanelo iḡwe na iḡwe ya muthu kha u ḡoḡa thandululo ya zwa mulayo zwi tshi ya nga mulayo-zwawo kana mulayosikwa muḡwe na muḡwe, u nga vha u tshi yelana na mbilo kana zwa milandu, zwi tshi yelana na u kalwa ha zwikolodo kana mazhendedzi a u kala zwikolodo. 20

U khwiḡiswa ha milayo

36. Mulayo une wa khou ambiwa kha Shedulu hafha u khou khwiḡiswa zwine zwo ḡalusiwa kha khoḡumu ya vhararu. 25

Dzina ḡipfufhi na u Thoma u shumisa mulayo

37. Mulayo uno u vhidzwa upfi *Credit Rating Services Act, 2012*, nahone u ḡo thoma u shuma nga datumu ine ya ḡo tiwa nga Miniḡḡa nga nḡivhadzo kha *Gazete*. 30

SCHEDULE

LAW AMENDED
(Section 36)

No. and year of Act	Short title	Extent of repeal or amendment
Act No. 97 of 1990	Financial Services Board Act, 1990	Amends section 1 by the addition in the definition of “financial institution” of the following subparagraph after paragraph (xii): “(xiii) any “credit rating agency” as defined in section 1 of the Credit Rating Services Act, 2012;”.

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SHEDULU**MILAYO YO SHANDUKISWAHO**
(Khethekanyo ya 36)

Nomboro na Nwaha wa Mulayo	Dzina Jipfufhi	Vhungafhani ha u fheliswa kana u shandukiswa
I Nomboro ya mulayo. 97 wa 1990	<i>Financial Services Board Act, 1990</i>	U shandukisa khethekanyo ya 1 nga u engedza fhalutshedzo ya "tshii miswa tsha zwa masheleni" kha pharagirafu ya nga fhasi I tevhelaho nga murahu ha pharagirafu ya (xii): “(xiii) “zhendedzi ja u kala zwikolodo” jii we na jii we sa zwe zwa fhalutshedzwa kha khethekanyo ya 1 ya Mulayo wa <i>Credit Rating Service Act, 2012</i> .”

