

Compliance Guidance

By DGCX Group Compliance

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1. Introduction

Dubai Gold and Commodities Exchange (“DGCX”) is a Self-Regulatory Organization, regulated by the Securities and Commodities Authority (“SCA”) under Decision No. 157/R of 2005, and Dubai Commodities Clearing Corporation (“DCCC”) is also regulated by the SCA under Board Decision No. 11 of 2015 as amended. DGCX and DCCC are hereafter referred to as DGCX Group.

In addition to being regulated by SCA, DGCX Group has obtained recognition from a number of other foreign regulators.

The purpose of this Compliance Guidance (“the Guidance”) is to assist Members of DGCX and DCCC to comply with relevant DGCX By-Laws and DCCC Clearing Rules.

2. Users of the Guidance

This Guidance may be used by all existing and future Members of DGCX and/or DCCC (hereafter referred to as “Member(s)”), and employees and representatives of these Members.

3. Important Notice

This document is for guidance purposes only and is not considered as a replacement to the DGCX By-Laws, DCCC Clearing Rules, SCA Decisions and circulations, Federal Authorities laws, UAE Cabinet decisions, Central Bank of UAE decisions and circulations, or DGCX Group Notices or a replacement to any other rules, regulations, circulations and notices (hereafter referred to as “Applicable Rules”) that are issued by DGCX Group or any relevant regulators and authorities.

In case of any conflict between the Guidance and the Applicable Rules, the latter shall prevail.

Members should be aware that abiding by the Guidance does not provide a safe harbor under the Applicable Rules, and that Members must ensure full compliance with all Applicable Rules at all times. The Guidance is issued without any responsibility on behalf of the DGCX Group or any of its managers and/or officers.

Members should also note that whilst the Guidance will be updated periodically, there may well be changes to the Applicable Rules which are not immediately reflected in the Guidance. Accordingly, Members must take all necessary measures to ensure that they are aware of all relevant changes to Applicable Rules, and that these are reflected in their own internal policies and procedures.

4. Relevant Regulations and Decisions

The following list is a non-exhaustive list of the regulations and decisions that Members should always be aware of and comply with:

- DGCX By-Laws
- DCCC Clearing Rules
- SCA Decision No. 157/R of 2005
- SCA Board Decision No. 11 of 2015
- Federal Decree-law No. (20) of 2018, and its Implementation Regulations: Cabinet Decision No. (10) of 2019
- Federal Decree No. 26 of 2021 amending certain provisions of Law No. 20 for 2018 on Anti-Money Laundering and Countering the Financing of Terrorism.
- Cabinet Decision No. 10 of 2019 regarding the executive regulations of Federal Decree-Law No. 20 of 2018.
- Cabinet Decision No. 24 of 2022 amending some provisions of Cabinet Decision No. 10 of 2019 regarding the executive regulations of Federal Decree-Law No. 20 of 2018.
- SCA Administrative Decision No. (123 /R.T.) of 2017.
- SCA Chairman's Decision No. (21/Chairman) of 2019.
- SCA decision no. 21 / RM OF 2020.
- Cabinet Resolution No. 74 for 2020.
- CABINET OF MINISTERS RESOLUTION No. (63) of 2022 Concerning the Implementation of Federal Decree No. (9) of 2016 Ratifying the Agreement between the Government of the United Arab Emirates and the Government of the United States of America to Improve International Tax Compliance and to Implement the Foreign Account Tax Compliance Act (FATCA).
- SCA Chairman of the Authority's Board of Directors' Decision No. (13/Chairman) of 2021 on the Regulations Manual of the Financial Activities and Status Regularization Mechanisms.

- Section 5 Guidelines for combating money-laundering counterterrorism financing and funding of SCA Decision No. 13 of 2021.

5. Ongoing Obligations for All Members

5.1. NCTA and Financial Statements

Each Member should always ensure that the value of its Net Current Tangible Assets (“NCTA”) is not less than the minimum value determined by the DGCX Group from time to time according to the category of membership held by the Member.

The NCTA level should be maintained continuously, and Members should be able to demonstrate, when required by the DGCX Group, that they are complying with this obligation.

In the event that the value of the NCTA falls below the minimum value determined by the DGCX Group, the Member should immediately notify the DGCX Group, and by no later than twenty-four (24) hours of the issue having first been identified by the Member.

5.2. Trading on Behalf of Clients

Trade Members are prohibited from trading on behalf of another person or to accept instructions to trade on behalf of another person.

Only Broker Members with relevant SCA license can trade on behalf of clients, and only after completing all relevant KYC information and account opening requirements.

5.3. Updating DGCX Group of any Changes

- (a) A Member must submit to the DGCX Group full particulars of any proposed changes in control of the Member. Further, approval from the DGCX Group must be sought for the following:
 - New Partner/Shareholder;
 - Change in shareholding of fifteen per cent (15%) or more; and
 - Such other changes as specified in By-Law C.7.1.
- (b) A Member must notify the DGCX Group in writing of any change in its directors or change in shareholding in excess of five per cent (5%) of the issued share capital of that Member within twenty-one (21) days of such occurrence.

5.4. Cooperating with DGCX Group Employees

The Member is required to cooperate with DGCX Group employees in all cases, especially during an inspection or when a request has been made for specific information to be provided by the Member.

5.5. Accepting Funds from Third Parties

Members should not accept funds from third parties for the purpose of trading on DGCX unless as part of the normal course of business, for example Bank Loan or a Client (in the case of Broker Member).

5.6. Source of Funds

In order for the DGCX Group to ensure that it is not exposed to any risk of money laundering, the DGCX Group shall from time to time check the source of Member's funds. Members must be able to demonstrate, when required, the proof of source of all funds.

5.7. Approved Users

No person shall be permitted to trade through a Trade Workstation ("TWS") connected to the Automated Trading System unless such person has been authorized to trade by a Member and has been registered with the DGCX Group as an Approved User, who could be either:

- (a) a director or other officer, employee or agent of a Member; or
- (b) a Client of a Broker Member

A Member who allows a person who is not an Approved User access to a TWS may have its trading rights suspended by the DGCX Group for a period to be determined by the DGCX Group.

5.8. Prohibited Practices

No Member shall manipulate or attempt to manipulate or otherwise abuse or attempt to abuse the market or create or attempt to create an artificial market. Prohibited practices are illustrated in detail in By-Law D.3.

5.9. Unlicensed Activities

Members should only undertake those business activities for which they are appropriately licensed by the relevant regulator. The DGCX Group is obliged to report any unlicensed activity to the relevant regulator.

5.10. DGCX By-Laws and DCCC Clearing Rules

All Members and their representatives are required to comply with DGCX By-Laws and DCCC Clearing Rules. Members should immediately report any breach to the DGCX Group.

5.11. Anti-Money Laundering, Combating Financing of Terrorism, and Combating Proliferation Financing Framework (AML Framework) for Members which are Designated Non-Financial Businesses and Professions (DNFBPs)

DGCX Group expects all Members which are DNFBPs to have a robust AML Framework, and to fully comply with all applicable AML Federal Laws, Cabinet decisions, as well as the guidance and circulars issued by their respective Supervisory Authorities in this regard.

6. Additional Ongoing Obligations for Broker Members (SCA Licensed)

6.1. Segregation of Client Funds

Broker Members with SCA license should ensure at all times that client funds are segregated from Member funds. The Member should also ensure that client funds are credited to the relevant client's trading account on the same day that they are received by the Member or by no later than the next business day.

6.2. Anti-Money Laundering (AML), Countering Financing of Terrorism (CFT) & Countering Proliferation Financing (CFP) Obligations

Members should comply with all laws, regulations and circulars related to combating money laundering, terrorist financing and Proliferation Financing. The following points are a non-exhaustive list of the various controls and procedures that Members should have in place in order to demonstrate compliance with the Applicable Rules related to AML/CFT/CFP:

- Obtain full KYC information about the client before initiating the relationship, and continually update this information during the course of the relationship.
Use a risk-based approach to classify the clients according to their risk.
- Regularly and continuously screening of all existing / proposed / previous clients, Ultimate Beneficial Owners and any party in any relation for matches with known PEP, and against the names listed in the lists issued by UN Security Council, UAE Terrorist List, and any other local lists.
- Obtain Senior Management approval before establishing or maintaining any business relationship with high-risk clients.
- Establish clients' source of funds and ensure that clients' deposited funds are in line with client income.

- Identification of Ultimate Beneficial Owners of Member's Clients using documents, data or information obtained from reliable and independent sources.
- Have an AML/CFT/CFP policy, which is regularly reviewed and updated.
- Conduct enhanced due diligence for high-risk clients.
- Proper suspicion transaction/activity reporting procedure.
- Report to the Management and the Board about the AML/CFT findings and status for complying with any Applicable Rules related to AML/CFT.
- Conduct an AML training to all Member's staff, at least annually.
- Conduct an AML audit by an independent party, at least every two years.
- Prepare and submit Semi-Annual Anti-Money Laundering and Counter-Terrorism Financing Report to Board of Directors and senior management, and send a copy of that report to SCA enclosed with senior management remarks and decisions within two months from the end of the reporting period (i.e., semi-annually, end of August and end of February).
- Subscribe to the e-mailing list of the Executive Office for Control and Non-Proliferation to disseminate updates on changes to the United Nations Security Council Consolidated List and the UAE Local Terrorism List, and report any positive or potential match via GoAML For more guidance, please refer to the document that was issued by SCA "Guidelines for Financial Institutions on Anti-Money Laundering and Combating the Financing of Terrorism and Illegal Organizations".

<https://www.uaieic.gov.ae/en-us/>

<https://www.sca.gov.ae/assets/download/d8f3a7ac/aml-cft.aspx>

6.3. Trading for Clients

Broker Member should ensure and maintain at least the following:

- all clients have signed the Risk Disclosure Form;
- orders for non-discretionary clients are executed according to clients' instructions;
- for discretionary accounts, the client risk-appetite should be complied with (if it is defined by the client);
- telephone recording system is maintained according to SCA standards;
- trade confirmations and statements of accounts are sent to the clients in a timely manner;
- complaints register and proper follow up of clients' complaints in a timely manner; and

- maintain proper records of clients' transactions and information.

6.4. Key Staff

All Broker Members should appoint key staff according to SCA Decision No. 123 of 2017 ("Decision 123") and SCA Decision (13/Chairman) of 2021 in order to obtain an SCA license. Members should also ensure that these staff are fit and proper as defined in Decision 123. Maintaining fit and proper key staff is also an ongoing obligation.

The application for SCA accreditation will be submitted through SCA online Portal (Core system). The following is a non-exhaustive list of the various requirements¹ and documentation which need to be prepared as advised by SCA:

1. Curriculum vitae.
2. Valid passport and residence visa copies.
3. Family Book copy (for UAE nationals).
4. Emirates ID copy.
5. Academic degree (university degrees issued abroad should be equalized from the UAE Ministry of Higher Education and Scientific Research).
6. Work experience certificates (should confirm the completion of the required experience duration according to the system).
7. A letter of Credit Report with Score from Al Etihad Credit Bureau <https://www.aecb.gov.ae/> Full report.
8. Valid criminal record certificate.
9. KYC form to be filled and signed as prescribed by SCA.
10. Prescribed CISI exams pass certificates.
11. Job description.

In addition to the above documents, the key staff should have sufficient and relevant experience and academic and professional qualifications in order to be approved. The approval of key staff appointment rests solely with SCA. Members may refer to Appendix – A – for further information as to the general criteria as defined by Decision123.

¹ These requirements may change from time to time, applicant should refer to the portal at time of application.

6.5. Capital Adequacy

Broker Members licensed by SCA must maintain adequate capital to cover operational risk and should commit to continuously comply with the capital adequacy criteria mentioned in SCA Chairman of the Authority's Board of Directors' Decision No. (13/Chairman) of 2021 on the Regulations Manual of the Financial Activities and Status Regularization Mechanisms in this regard. Broker Members should submit Capital Adequacy reports to SCA regularly as instructed by SCA from time to time.

6.6. Foreign Account Tax Compliance Act "FATCA" and Common Reporting Standards "CRS"²

6.6.1. CRS

Broker Members licensed by SCA are required to perform due diligence procedures on all accounts held by an account holder (or a controlling person in case of a passive NFE) who is resident for tax purposes in a jurisdiction other than the USA, also are required to report information on all accounts held by an account holder (or a controlling person in case of a passive NFE) who is resident for tax purposes in a jurisdiction other than the USA or UAE jurisdiction.

Broker Members are required to submit such required reports as prescribed by SCA.

6.6.2. FATCA

Broker Members licensed by SCA are required to report identified US reportable accounts (or submit a notification or nil return that it does not have any such accounts). The UAE-US Intergovernmental Agreement mandates Reporting UAE FIs to submit the required information on how to access the FATCA filing portal.

7. Reporting Obligations to DGCX

7.1. Trade Member

Trade Member has the following reporting obligations according to DGCX By-Laws and DCCC Clearing Rules:

- NCTA Certificate from External Auditor annually within three months of financial year end.
- Audited Financial Statements within three months of financial year end.

² The guidance provided for FATCA and CRS does not constitute legal or tax advice in respect of the matters set out herein. For advice on tax and legal matters, please consult a professional tax or legal advisor.

- Any penalty imposed by any licensing authority.
- Any update on essential information that was provided when membership was approved e.g., change in shareholding, controls and Director, etc.
- Annual KYC update form.

7.2. Broker Member

- NCTA Certificate from External Auditor annually within one month of financial year end.
- Quarterly Client Funds Segregation Report within ten (10) business days from the end of each quarter.
- Audited Financial Statements within three months of financial year end.
- Any penalty imposed by any regulator and/or licensing authority.
- Any update on essential information that was provided when the membership was approved e.g., change in shareholding, controls and Directors...etc.
- Annual KYC update form.
- Broker Members also have other reporting obligations directly to SCA.

Appendix – A – Key Staff Requirement

This appendix should be reviewed alongside the requirements outlined in Section 6.4. of this Guidance concerning Key Staff, and will provide summarized information on two requirements related to exams and the equivalency certificate for the university attended by the concerned authority in the UAE if it was issued by an educational institution outside the UAE.

Exams:

The Licensing Regime exam was launched by SCA on December 26, 2022. Currently³, each candidate for accreditation by SCA should pass two exams provided by the Chartered Institute of Securities and Investments, one is “UAE Financial Rules and Regulations” that it is a basic requirement for all functions, and another exam is related to the nature of the profession..

Equivalency Certificate As per the decision of the Chairman of the Board of Directors of the Authority No.(23/RM) of 2023 (Article (Third) in Article (1- Approved jobs) has been added to SCA decision 13 of 2021), the financial institution shall ensure that its employees who occupy any of the accredited positions, and any of the accredited employees of the outsourcing entities provide an equivalency certificate for the university attended from the concerned authority in the UAE if it was issued by an educational institution outside the UAE.

³ According to SCA Circular regarding Release of the updated version of the Continuous Education & Professional Development Program Guidebook for 2024 (4.6) dated 26 March 2024.

Appendix – A – Key Staff Requirement (Continued)

✓ Broker Member

	Director/ Head of Category	Chief Compliance Officer / Head of Compliance	Broker Representative
Broker Member	√	√	√
Equivalency Certificate	√	√	√
Required Exams	Please refer to the Approved Exam table		
Broker Member with ONLY online clients	√	√	x
Equivalency Certificate	√	√	N/A
Required Exams	Please refer to the Approved Exam table		N/A

✓ Broker Clearing Member

	Director/ Head of Category	Chief Compliance Officer / Head of Compliance	Chief Risk Management Officer / Head of Risk Management	Broker Representative	Trading Manager	Operation Manager
Broker Clearing Member	√	√	√	√	√	√
Equivalency Certificate	√	√	√	√	√	√
Required Exams	Please refer to the Approved Exam table					

Broker Clearing Member with ONLY online clients	√	√	√	x	x	√
Equivalency Certificate	√	√	√	N/A	N/A	√
Required Exams	Please refer to the Approved Exam table			N/A	N/A	Please refer to the Approved Exam table

Approved Exams:

Job Function	Exams Required for SCA License	
Director/ Head of Category	UAE Financial Rules and Regulations	x
Chief Compliance Officer	UAE Financial Rules and Regulations	Combating Financial Crime
Head of Compliance	UAE Financial Rules and Regulations	Combating Financial Crime
Chief Risk Management Officer	UAE Financial Rules and Regulations	Risk in Financial Services
Head of Risk Management	UAE Financial Rules and Regulations	Risk in Financial Services
Operation Manager	UAE Financial Rules and Regulations	Global Securities Operation
Trading Manager	UAE Financial Rules and Regulations	Fundamentals Of Financial Services
Broker Representative	UAE Financial Rules and Regulations	Fundamentals Of Financial Services