

Q U I D J U R I S ?

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FINANCIAL LAW.

The Dahir n°1-07-09 of April 17, 2007, promulgating the law n°44-06 which modifies and completes the Dahir bearing the law of September 21st, 1993, related to the « Conseil déontologique des valeurs mobilières » and to the information required from legal listed companies, has taken place to complete the Dahir which promulgates the law 1-93-212 dated September 2, 1993 in its articles 16, 17 and 24.

A second paragraph in article 16 relates to the information required from legal listed companies issuing obligations or other letters of credit, or whose stocks and shares are subscribed in the first **room** of the Stock Exchange, and that have subsidiaries, and requires that they establish and have their consolidated accounts certified according to the legislation in force or to the international accounting standards. (IAS-IFRS).

Moreover, this Dahir completes article 17 of the law dated September 2, 1993 by compelling listed companies to publish in a legal add newspaper, to the latest, in the three (3) months following every biannual balance-sheet :

- The activity of the legal entity concerned.
- The account of revenues and charges, settlement at the end of the last semester and compared to the semester corresponding to the past balance-sheet.

It also adds that 3 months after the biannual closing of accounts, the legal entity publishes its annual accounts, since the publication of the biannual accounts is not compulsory anymore.

Finally, this dahir modifies article 24 of the law 1-93-212 dated 2nd of September 1993 by attributing to the agents of the CDVM a power of investigating any listed company, brokerage firms and the managing company of the shares stock exchange and any person who by way of their professional activity participates to operations on the **transferable securities** or who manage a security portfolio.

FINANCIAL LAW (STOCK EXCHANGE).

Dahir n° 1-07-10 of April 17, 2007, promulgating the law n° 45-06 which modifies and completes the dahir bearing the law dated 21st of September 1993 related to the Stock Exchange, ascertains that the transactions of stocks and shares of a legal entity registered in the Stock Exchange daily official list can only be done at the Stock Exchange through Exchange companies. However, as soon as the transaction applies to **stocks and shares** registered in the listing of a regulated market outside Morocco, this disposition does not apply.

According to law n°45-06, are exempt of the nullity by law, direct transfers, meaning transactions that do not take place publicly and that are registered by the managing company – appointed to this effect according to article 7 of the said law – and exempts the transactions on the **shares** which are subject to a registration in the daily list of a regulated market outside Morocco.

On the opposite, the transaction concerning the shares issued by legal listed companies in Morocco done in a regulated market in Morocco other than the Stock Exchange, are void by law.

The Dahir n°1-07-11, on the same date, promulgating the law n°46-06 which modifies and completes the law n°26-03 concerning public bids on the financial market requires to make a public offer of withdrawal in case **shares** of a company are stricken off from the daily listing for whatever reason. Formerly, this obligation was followed only when one or more physical person or legal entity, shareholder in a company of which the **shares** are registered in the daily listing of the Stock Exchange, hold, solely or jointly, directly or indirectly, a determined percentage of the right of vote of the said company, which is determined by the administration on the suggestion of the CDVM, without being lower than 90%.

This Dahir extends the obligation of a public offer of withdrawal, to natural persons or legal entities holding alone or jointly the majority of the said company's capital, on their own initiative and prior to the effective withdrawal.

Moreover, prior to the reform dated 17 April 2007, the deposit of a public offer of withdrawal was only compulsory when the public company was changed into a limited partnership.

CRIMINAL BUSINESS LAW.

The current legal affairs are influenced by the publication of a text concerning the fight against money laundering, the Dahir of April 17, 2007 promulgating the law relative to the fight against money laundering is in the line of sight of the international fight against terrorism and organized crime, in accordance with the dispositions of the United Nations' convention against transnational organized crime held in Palermo on the 12th of December 2000.

This law supervises even more international transactions, by requiring from natural persons or legal entities of public or private sectors (excluding the government) who carry out, in the frame of their mission or profession, control or advice on transactions leading to the movement of capitals that may constitute such a breach, an obligation of vigilance as well as an obligation to declare any suspicions.

This obligation is a novelty which allows the presumption of innocence; as a matter of fact, it compels all liable entities, especially the banks and loan organizations, to inform the "Unité", an organization in charge of the handling of the financial information, in case of suspicious customers capable of being involved in such a breach,

The « Unité » will be in charge of the investigation by collecting and processing information linked to capital laundering and creating a database concerning these operations. It also has the task to hand over to the prime minister an annual report of its activity.

It can be noticed that, unlike Morocco, the French legislation forces the declaration of suspicion on the professional classes, which has led to some heavy protests from French lawyers who brought up the issue of professional secrecy.

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