

# **郑州商品交易所会员管理办法**

## **Measures for the Administration of Memberships of Zhengzhou**

### **Commodity Exchange**

(郑州商品交易所第五届理事会：2008年1月7日审议通过，自2008年1月15日起实施)

(Approved after examination at the Fifth Council of Zhengzhou Commodity Exchange on January 7, 2008 and implemented since January 15, 2008)

## 第一章 总则

### Chapter 1 General Provisions

第一条 为加强对会员的管理，保障会员的合法权益，规范会员在郑州商品交易所（以下简称交易所）的业务活动，根据《郑州商品交易所章程》和《郑州商品交易所交易规则》，制定本办法。

Article 1 These measures are formulated subject to Bylaws of Zhengzhou Commodity Exchange and Trading Rules of Zhengzhou Commodity Exchange for the purposes of strengthening members' management, protecting members' lawful rights and interests, and standardizing members' business activities in Zhengzhou Commodity Exchange (hereinafter referred to as ZCE).

第二条 会员是指根据期货交易有关法律、法规及交易所章程的有关规定，经交易所审核批准，在交易所进行期货交易活动的企业法人或者其他经济组织。

Article 2 A member shall refer to an enterprise legal person or other economic organization which is examined and approved by ZCE and carries out the futures trading business in ZCE subject to the applicable provisions of the applicable laws and regulations related to the futures trading and the bylaws of ZCE.

第三条 本办法适用于会员及其从业人员。

Article 3 These measures herein shall apply to members and their practitioners.

## 第二章 会员资格

### Chapter 2 Membership

第四条 交易所会员按业务范围分为期货公司会员、非期货公司会员。

Article 4 Memberships of ZCE shall be classified into brokerage membership and non-brokerage membership in accordance with their different business scopes.

根据业务发展需要，交易所可以吸纳、设定特别会员，对其相关权利和义务作出特别规定。

ZCE may receive special member as needed, and all rights and obligations of such members shall be formulated specially.

第五条 申请成为交易所会员应当具备下列条件：

Article 5 The applicant applying for membership shall meet the following requirements:

（一）中华人民共和国境内注册登记的企业法人或者其他经济组织；

(1) The applicant shall be an enterprise legal person or other economic organization registered within the People's Republic of China;

（二）承认交易所的章程和业务规则；

(2) The applicant shall recognize and comply with the bylaws and business rules of ZCE;

（三）申请期货公司会员的，须持有中国证监会核发的《期货经纪业务许可证》；申请非期货公司会员的，须拥有 500 万元（含 500 万元）以上的注册资本；

(3) The applicant applying for becoming a brokerage member shall hold the license authorized by China Securities Regulatory Commission (hereinafter referred to as CSRC) to carry on futures brokerage business if applying for becoming a brokerage member; the applicant applying for becoming a non-brokerage member shall own a registered capital with no less than CNY 5,000,000.

（四）具有良好的信誉和经营历史；

(4) The applicant shall be in good credit standing and maintain sound operation history;

（五）具有健全的组织机构和财务管理制度及完善的期货业务管理制度；

(5) The applicant shall have complete organization structure, financial management system and comprehensive futures business management system;

(六) 具有取得期货从业资格的人员以及固定的经营场所和必要设施;

(6) The applicant shall have qualified futures practitioners, fixed operating premises and necessary facilities;

(七) 中国证监会和交易所规定的其他条件。

(7) The applicant shall comply with other conditions prescribed by CSRC and ZCE.

第六条 申请成为会员应当向交易所提交下列文件和资料:

Article 6 The applicant applying for becoming a member shall submit the following documents and materials to ZCE:

(一) 经法定代表人签字的申请书;

(1) An application form signed by the legal representative;

(二) 工商行政管理部门核发的营业执照复印件 (加盖申请单位公章);

(2) A photocopy of Enterprise Legal Person Business License issued by the State Administration of Industry and Commerce (affixed with the official seal of the applicant);

(三) 经会计师事务所或者审计师事务所审计的最近一年的年度会计报告;

(3) The annual fiscal reports of the last year issued by a certified public accounting firm or a certified public audit firm;

(四) 住所 (经营场所) 使用证明;

(4) The verification for using the domicile (business premise);

(五) 股东情况说明;

(5) Statement about the shareholders;

(六) 交易所认为需要提供的其他文件。

(6) other necessary documents determined by ZCE.

第七条 申请成为期货公司会员的, 除提供前条规定的资料外, 还需提供:

Article 7 The following documents and materials shall be submitted to ZCE in case of

application for being a brokerage member in addition to those listed in the preceding article:

(一) 中国证监会核发的《期货经纪业务许可证》复印件(加盖申请单位公章);

(1) A photocopy of Futures Brokerage Business License issued by China Securities Regulatory Commission(affixed with the official seal of the applicant);

(二) 公司章程和期货经纪业务规则;

(2) The articles of association and futures brokerage business rules;

(三) 企业法定代表人和期货业务主要负责人简历、期货从业人员名册。

(3) The resumes of the legal representative of the enterprise and main persons in charge of futures business, and the name list of futures practitioners.

第八条 申请交易所会员资格,须向交易所提交书面申请书。

Article 8 The applicant applying for the membership of ZCE shall submit a written application letter to ZCE.

申请书主要包括以下内容:

The application letter shall include the following contents:

(一) 书面承诺遵守交易所章程和各项规定;

(1) The written commitment to comply with the bylaws and all provisions of ZCE;

(二) 组织机构、经营机构的设置情况;

(2) The organization structure and the information of the setting-up of the organization structure;

(三) 交易所要求说明的其他情况。

(3) Other information shall be explained by the applicant as required by ZCE.

第九条 自收到符合要求的入会申请材料之日起 30 个工作日内,交易所会员管理部门应当提出办理意见,提交会员资格审查委员会初审。

Article 9 After receiving admission application materials which satisfy the requirements, ZCE shall put forward handling opinions and submit the application

materials to the Membership Commission for preliminary review within thirty working days.

经会员资格审查委员会初审通过，并报理事会批准后，交易所对符合会员条件的申请单位发出入会通知书。

Once the application passes the preliminary review of the Membership Commission and obtains the approval of the council, ZCE shall send the admission notice to the eligible applicant.

第十条 自收到交易所入会通知书之日起 30 个工作日内，申请单位应当办理如下事项：

Article 10 The applicant shall go through the following procedures within thirty working days from the day of receiving the admission notice from ZCE:

（一）缴纳会员资格费 40 万元；

(1) Pay the membership fee of CNY 400,000;

（二）期货公司会员交纳年会费 2 万元，非期货公司会员交纳年会费 1 万元；

(2) Pay the annual fee of CNY 20,000 for a brokerage membership, or pay the annual fee of CNY 10,000 for a non-brokerage membership;

（三）汇入不低于交易所规定数额的结算准备金；

(3) Deposit the clearing margin with no less than the amount specified by ZCE;

（四）在交易所指定的存管银行开设专用资金账户；

(4) Open a special fund account in the depository bank designated by ZCE;

（五）办理有关人员和印鉴的授权手续；

(5) Handle the authorization formalities with respect to the relevant personnel and seals;

（六）其他必须办理的事项。

(6) Other matters that have to be handled.

逾期未办的，视为自动放弃入会资格。

The failure of handling any of the above procedures within the prescribed period shall be deemed to have waived the admission qualification automatically.

第十一条 入会手续办理完毕后，申请单位正式取得会员资格，交易所颁发会员证书，并报告中国证监会。

Article 11 After the completion of the above formalities, the applicant shall formally obtain the membership. ZCE shall issue the membership certificate and report to CSRC.

第十二条 正式取得交易所会员资格后，会员拥有一个场内交易席位。会员因业务发展需要增加交易席位的，应当向交易所提出申请，由交易所审核批准。

Article 12 The member shall hold a floor trading seat after it formally obtains the membership of ZCE. The member which needs increasing trading seats because of its business development shall file to ZCE an application which shall be reviewed and approved by ZCE.

第十三条 会员享有交易所章程及业务规则规定的权利，履行章程及业务规则规定的义务。

Article 13 Members shall have and perform the rights and obligations under the bylaws.

### 第三章 会员资格变更

#### Chapter 3 Changes of Membership

第十四条 经交易所批准，会员资格可以转让。

Article 14 The membership may be transferred upon approval.

第十五条 转让方必须是实际缴纳了会员资格费并享有相应财产权利的交易所会员。受让方必须是已按本办法规定的入会程序，向交易所交验了入会申请书和相关文件、资料，经会员资格审查委员会预审并报理事会批准，收到入会通知书的企业法人或者其他经济组织。

Article 15 The transferor shall be a ZCE member who has paid the membership fee and obtained relevant property right. The transferee shall be an enterprise legal person or other economic organization who, in accordance with the measures herein, has submitted admission application, other relevant documents and materials to ZCE, passed the preliminary review by the membership review commission, and was reported to the council for approval and received the admission notice.

第十六条 会员资格转让的，转让方应当提前向交易所提交会员资格转让申请书，转（受）让双方向交易所提交双方签订的《会员资格转让协议书》。经会员资格审查委员会预审并报理事会批准，由转让方和受让方到交易所办理会员资格变更手续。

Article 16 In the event of membership transfer, the transferor shall submit the membership transfer application letter to ZCE in advance, and both transferor and transferee shall enter into the Membership Transfer Agreement. Once the Agreement passes the preliminary review of the membership review commission of ZCE and obtains the approval from the council, both transferor and transferee shall go through membership transfer procedures at ZCE.

第十七条 自接到交易所批准转让的书面通知之日起 30 个工作日内，转让方应当办理完毕如下事项：

Article 17 The transferor shall complete the following procedures within thirty working days after receiving the written approval of transfer from ZCE:

（一）了结期货合约持仓；

(1) Liquidating all open interest of futures contracts;

（二）结清在交易所内的全部债权与债务；

(2) Settling all claims and liabilities within ZCE;

（三）退还各种票据和交易所颁发的各种证件；

(3) Returning various bills and certificates issued by ZCE;

（四）办理专用资金账户的销户手续；



(4) Closing the special funds account;

(五) 退还交易所的各种交易设施;

(5) Returning various trading facilities to ZCE;

(六) 按规定应当办理的其他事项。

(6) Other matters that shall be handled pursuant to the relevant provisions.

第十八条 受让方接到交易所批准转让的书面通知后，按照第十条除第一款外的规定办理相关入会手续。

Article 18 Upon receiving the written notice of the approval for transfer by ZCE, the transferee shall go through the procedures in accordance with Article 10(excluding paragraph 1).

逾期未办的，视为放弃受让会员资格。

The failure to go through the procedures within the above period shall be deemed as automatically giving up the membership qualification.

第十九条 受让方必须在转让方办理完退场手续后场方能进场交易。

Article 19 The transferee shall not trade in ZCE before the transferor have completed the withdrawal procedures.

第二十条 交易所根据批准通知及入退会手续，将转让方的会员资格权益（会员资格费）调整至受让方名下，并颁发会员证书。

Article 20 ZCE shall transfer the transferor's membership rights and interests to the transferee, and grant the transferee membership certificate in accordance with the approval notice and admission/withdrawal procedures.

第二十一条 会员存在以下情况之一的,会员资格不得转让:

Article 21 The membership shall not be transferred in case of any of the following circumstances occurring to a member:

(一) 因经济纠纷、违法或者犯罪接受国家有关部门立案调查处理期间，但国家有关部门依法拍卖或者强制转让的除外;

(1) The member is under the investigation and treatment by the relevant departments of the state due to economic disputes, violations of law or crimes, excepting for the

condition that member is under legal auction or forced transfer by the government departments;

(二) 涉嫌违规，被交易所立案调查期间；

(2) The member is under investigation by ZCE due to suspicion of violating the relevant provisions;

(三) 因违法、违规被交易所处以通报批评、暂停期货业务等处罚不满三个月的；

(3) Less than three months as of the day when such penalties as public criticizing and suspension of futures business are imposed on the member by ZCE due to violation of laws or regulations;

(四) 与交易所发生债务纠纷尚未了结的；

(4) The debt dispute between the member and ZCE is not yet settled up;

(五) 会员资格权益被国家执法机构依法冻结的。

(5) The membership equity is frozen by judicial agency of the state pursuant to laws.

第二十二条 凡自动放弃会员资格以及按照交易所章程、规则被交易所取消会员资格的，会员资格费不予清退，但可将该会员资格费所代表的相应财产权利参照本办法规定予以转让。

Article 22 In case that the member gives up the membership qualification automatically or the membership qualification is revoked by ZCE in accordance with the bylaws and regulations of ZCE, the membership fee shall not be returned, while relevant property rights may be transferred in accordance with these measures herein.

第二十三条 兼并会员的法人或者与会员合并后新设立的法人承继会员资格的，应当向交易所提出申请，经交易所理事会审查批准，方可承继会员资格。

Article 23 In case that the legal person succeed to a membership by merging with a member or the newly incorporated legal person after consolidating a member, it shall submit an application to ZCE, and may succeed to the membership only after the application is reviewed and approved by the council of ZCE.

第二十四条 会员资格发生变化，交易所应当报告中国证监会。

Article 24 ZCE shall report the change of membership to CSRS for registration.

## 第四章 监督管理

### Chapter 4 Supervision and Administration

第二十五条 会员及其从业人员应当遵守国家有关法律、法规、政策和交易所章程、规则、业务细则等各项业务规定，接受中国证监会和交易所的管理和监督。

Article 25 Members and their practitioners shall comply with relevant laws, regulations and policies of the state, and various business provisions such as the bylaws, regulations, and detailed rules of ZCE, and accept the management and supervision of China Securities Regulatory Commission and ZCE.

第二十六条 会员有下列情况之一的，应当及时向交易所书面报告：

Article 26 The member shall timely report to ZCE in written form in case that any one of the following circumstances occurs:

(一) 法定代表人变更；

(1) Change of the legal representative;

(二) 注册资本总额或者股权结构变更；

(2) Change in total registered capital or shareholding structure;

(三) 名称、住所、经营范围及联系方式变更；

(3) Change of name, domicile, business scope and contact details;

(四) 分支机构的设立、合并、关闭；

(4) Establishment, consolidation and closure of branch-offices;

(五) 经营状况发生重大变化；

(5) Material change in operation condition;

(六) 发生 50 万元以上诉讼案件或者经济纠纷；

(6) Occurrence of litigations or economic disputes with an amount more than CNY 500,000;

(七) 停止期货业务;

(7) Termination of futures business;

(八) 取得其他交易所会员资格;

(8) Obtaining the membership of other Exchanges;

(九) 因违法、违规受到期货市场管理部门、行政执法部门、司法机关或者其他交易所处罚。

(9) Being punished by futures market administration departments, administrative law enforcement departments, judicial agency or other Exchanges due to violations of laws or regulations.

第二十七条 交易所每年对会员遵守期货交易所业务规则的情况进行抽样或者全面检查, 会员应当根据交易所的安排积极配合。

Article 27 ZCE shall annually conduct sampling inspection or comprehensive inspection on the members' implementation of the business rules. Members shall actively provide assistance in such inspection according to the arrangement of ZCE.

第二十八条 会员有下列情况之一的, 交易所所有权要求其限期整改:

Article 28 ZCE shall have the authority to require the member to make correction within a certain period in case that the member is involved in any of the following conditions:

(一) 财务管理不善, 长期亏损, 经营状况不佳或清偿能力明显下降;

(1) Poor financial management, long-term loss, bad operation condition or rapid deterioration in solvency;

(二) 年度检查中发现重大问题。

(2) Major problems are detected during annual inspection.

会员未能在限期内整改的, 交易所所有权暂停其期货交易或者经理事会批准取消其会员资格。

In case that the member fails to make correction within the prescribed period, ZCE

shall have the authority to suspend the futures trading of such member or cancel the membership upon approval by the council.

第二十九条 期货公司会员从事经纪业务时应当履行对客户的忠实及注意义务，依法合规开展经营活动。

Article 29 Brokerage members conducting brokerage business shall perform the obligations of faithfulness and duty of care to clients, and carry out business activities under laws.

第三十条 期货公司会员接受客户开户申请时，须向客户提供《期货交易风险说明书》及交易所交易规则及相关业务细则；要求客户签字确认已了解《期货交易风险说明书》与交易所交易规则及相关业务细则的内容，并在经纪业务合同中承诺遵守交易所的规定。

Article 30 When opening an account, the clients shall be provided with Risk Disclosure Statement in Futures Trading and trading rules and relevant detailed rules of ZCE by the brokerage member; the clients shall be required to sign and confirm their acknowledgement of the content of Risk Disclosure Statement in Futures Trading and trading rules and relevant detailed rules of ZCE by brokerage members, and promise to conform to relevant regulations of ZCE.

第三十一条 为客户提供网上交易的期货公司会员，应当建立网上交易风险管理制 度，并对客户进行网上交易风险的特别提示。

Article 31 Brokerage members providing online trading shall establish risk management system of online trading and provide clients with special notice of risks related to online trading.

第三十二条 会员应当维护交易所的声誉，协助交易所处理各种突发或者异常事件。出现各种突发或者异常事件时，期货公司会员应当做好客户的解释工作。

Article 32 Members shall maintain the reputation of ZCE and assist ZCE in dealing with various emergent or abnormal events. When various emergent or abnormal events occur, brokerage members shall well explain such events to investors.

第三十三条 会员应当按照交易所的要求参加交易所组织的各项活动和交易所召开的各种会议。因故确实无法参加的，应当事先报交易所同意。

Article 33 Members shall, as required by ZCE, participate in various activities and various conferences organized by ZCE. In case that any member indeed cannot participate in any of such activities or conferences for valid reasons, the member shall obtain the consent of ZCE in advance.

第三十四条 会员从业人员在交易所内从事交易、交割、结算业务的，须经其会员授权，会员从业人员在交易所从事的业务活动均由该会员承担全部责任。

Article 34 Trading, delivery and clearing within ZCE conducted by practitioners of a member shall be authorized by the member, and the member shall solely be liable for all business activities conducted by its practitioners within ZCE.

第三十五条 会员资格转让、被取消会员资格，该会员对其从业人员的授权自动失效。

Article 35 In case that the membership is transferred or cancelled, the authorization of the membership granted to the practitioners shall automatically be deemed invalid.

## 附则

### Supplementary Provisions

第三十六条 违反本办法规定的，交易所按《郑州商品交易所违规处理办法》的有关规定处理。

Article 36 ZCE shall handle any violation of these detailed rules in accordance with Measures for Punishment of Regulation Violations of Zhengzhou Commodity Exchange.

第三十七条 本办法解释权属于郑州商品交易所。

Article 37 ZCE reserves the right to interpret these measures.

第三十八条 本办法自 2008 年 1 月 15 日起施行。

Article 38 These measures shall enter into force since January 15, 2008.

(英文版本仅供参考，具体以中文版本为准。)

**(English version is for reference ONLY. Chinese version shall prevail if there is any inconsistency.)**