

Form CIS II
SECURITIES ACT, 2010
(Act No. 9 of 2010)
COLLECTIVE INVESTMENT SCHEMES (UNIT TRUST SCHEME RULES)
NOTICE, 2013
APPLICATION FOR REGISTRATION OF A MANAGER FOR COLLECTIVE
INVESTMENT SCHEMES

I. Notes

1. Please read the explanatory notes and questions carefully before completing the application form.
2. All questions must be answered. If a question is not applicable, please mark “N.A.” in the space provided. Should there be insufficient space for your answers, please attach annex (is) which should be identified as such and signed by the signatories to this application.
3. Where there is an asterisk (*), please delete whichever is inapplicable.
4. Please tick (✓) in the relevant boxes where appropriate.
5. Unless stated otherwise, the information provided in the application form and annex (is) must be correct as at a date not earlier than 14 days before the date of application.
7. Where the applicant has notice of a material change in the information submitted as part of this application prior to approval being granted by the Registrar, the applicant should notify the Registrar immediately.
8. This application is to be signed by 2 Directors or a Director and the Secretary of the applicant. A Director or the Secretary may authorise a person in writing to sign this application on his behalf, in which case, the authorisation or a copy of the authorisation accompanied by a statement by the person submitting the application verifying that he has compared the copy with the original authorisation and is satisfied that it is a true copy of the original authorisation, shall be annexed to the application.
9. Please attach a cheque or bank draft made payable to “Financial Services Regulatory Authority” for the non-refundable application fee prescribed under regulation 4 of the Collective Investment Schemes (Unit Trust Scheme Rules) Notice, 2013.

II. APPLICATION IS HEREBY MADE FOR REGISTRATION AS A MANAGER FOR SCHEMES BY:

(Full name of applicant)

III. INFORMATION ON THE APPLICANT

1. Provide the-
 - (a) address and telephone number of the principal place at which the business of the applicant is/is to be carried on. Provide e-mail address and applicant's internet web page, where applicable.
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 - (b) address of registered office of the applicant.
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 - (c) the date and place of incorporation of the applicant.
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 - (d) the authorised and paid-up capital of the applicant, including relevant details of shares issued or to be issued (e.g. type, number, par value and issue price).
2. Provide contact details for professional adviser (if any) as follows:
 - (a) Principal contact for the professional adviser
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 - (b) Job title
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 - (c) Address of professional adviser
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 - (d) Name of professional adviser's firm
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 - (e) Title Forename(s) Surname
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 - (f) E-mail address of professional adviser
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 - (g) Telephone and fax no. of professional adviser
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3. Attorney

(a) Name of the firm

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(b) Address

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(c) Telephone and Fax No.

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(d) E-mail address

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(e) Name of partner contact (Title/Forename(s)/Surname)

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(f) Date of appointment (Day/Month/Year)

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4. Banker

(a) Name of the bank

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(b) Address; Telephone and Fax No.; E-mail address

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(c) Name of individual contact (Title/Forename(s)/Surname)

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(d) Date of appointment (Day/Month/Year)

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5 Auditors

(a) Name of the firm

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(b) Address (Telephone and Fax No.; E-mail address)

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(c) Name of partner contact (Title Forename(s) Surname)

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(d) Registration number with the Swaziland Institute of Accountants

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(e) Date of appointment (Day/Month/Year)

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If the Applicant had different auditors or reporting accountants within the last ten years, provide information on the previous incumbents and the dates of and reasons for the changes.

(a) Name of the firm

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(b) Address (Telephone Number)

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(c) Duration of appointment

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(d) Reason for termination of appointment

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(e) From (Day Month Year) to (Day Month Year)

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6. State the principal business carried out or proposed to be carried out by the applicant, including the manner in which and types of customers with whom the applicant proposes to conduct business. Give an outline of the plans of the applicant with regard to the expansion of its business in Swaziland over the next 3 to 5 years.

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7. Provide an organisational chart showing all directors and key officers of the applicant, and their reporting lines.

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8. Provide details of key officers (including names, addresses, relevant experience, qualifications, etc.) and key internal control procedures to satisfy the Registrar that the applicant will be able to comply with the regulatory requirements on an on-going basis and that the applicant has adequate means of supervising its employees and representatives.

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 (a) Provide details of the Compliance officer of the applicant in Swaziland as follows:

1. Name of Compliance officer	Title	Forename(s)	Surname
2. Residential Address:			
3. Telephone No.	Home:	Office:	
4. Date of Birth (dd/mm/yy):			
5. Gender:	<input type="checkbox"/> Male	<input type="checkbox"/> Female	
6. Place of Birth:			
7. Nationality:			
8. PIN (for Swaziland Citizens):			
9. Passport No. (for non-Swazi citizen):			
10. Permanent resident status in other countries (where applicable)			

(b) Set out in the following format information on the appointee's highest academic and professional qualifications attained.

<i>Name and location of school/college/university/institution</i>	<i>Period (mm/yy)</i>		<i>Certificate/diploma/degree awarded/ professional qualifications</i>
	From	To	

(c) Details of compliance areas' reporting line, stating whether he will report directly to the board of directors, a group compliance officer, or any other senior manager of the applicant.

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9. State whether or not there are or will be in force, arrangements covering any failure by the applicant to account for money or investment, or fraud, including-

(a) the name, description and address of the person who is to make good the liability in the event of such failure or fraud;

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(b) the terms and conditions upon which payments are to be made;

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(c) any circumstances in which the right to any such payment would be excluded or modified;

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(d) the limit (if any) on the amount of any such payment and how any such limit is calculated;

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(e) any provisions for ensuring that the person whom the payment was intended to benefit would have a right thereto as against the creditors generally.

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10. Highlight potential areas of conflicts of interest and explain in detail how such conflicts will be resolved or mitigated.

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11. Attach the most recent audited balance sheet and profit and loss account certified by a director or the secretary of the applicant to be a true copy of the most recent audited balance sheet and profit and loss account of the applicant together with a report by the directors of the applicant verifying as to whether, during the period from the date of certification of the most recent audited balance sheet and profit and loss account to a date not earlier than 14 days before the date of the application-

(a) the business of the applicant has, in their opinion, been satisfactorily maintained;

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(b) there have, in their opinion, arisen any circumstances adversely affecting the applicant's trading or the value of its assets;

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(c) the current assets appear in the books at values which are believed to be realisable in the ordinary course of business;

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(d) there are any contingent liabilities by reason of any guarantees given by the applicant or any of its subsidiaries, or by any other reason; and

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(e) there are, since the previous annual report, any changes in published reserves or any unusual factors affecting the profit of the applicant and its subsidiaries.

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IV. INFORMATION ON DIRECTORS AND SHAREHOLDERS

12. Furnish a list of all directors of the applicant, and state if they are executive or non-executive appointments.

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13. Provide details of the chief executive officer and each director of the applicant in Swaziland (using a separate sheet for each director) as follows:

1 Name of Director/ Chief Executive Officer	Title	Forename(s)	Surname
2 Residential Address			
3 Telephone No. Home: Office:	Home:	Office:	
4 Date of Birth (dd/mm/yy)			
5 Gender	<input type="checkbox"/> Male	<input type="checkbox"/> Female	
6 Place of Birth			
7 Nationality			
8 PIN			
9 Passport No. (for non-Swazi citizen)			

10 Permanent resident status in other countries (where applicable)	
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14. Employment history (including periods of part-time employment or unemployment), business and other activities during the past 10 years.

Name and address of employer (if self-employed, indicate)	Nature of business of employer	Designation including brief description of duties	Period (mm/yyyy)	
			From	To

15. Directorships in any company.

Name of company and place of incorporation	Nature of business	Directorship (executive/non-executive)	Date of appointment	Percentage shareholding in company

16. Substantial shareholding (5% or more of total nominal amount of voting shares) in any company.

<i>Name of company and place of incorporation</i>	<i>Nature of business</i>	<i>Date of acquisition (mm/yy)</i>	<i>Percentage shareholding in company</i>

17. Provide details of the shareholders of the applicant as follows:

<i>Name of shareholder</i>	<i>Percentage shareholdings</i>	<i>Date of acquisition</i>

18. Provide the following information on the applicant's parent company, where applicable:

(a) name of the parent company;

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(b) date and place of incorporation;

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(c) address and telephone number of the principal place at which the business of the parent company is carried on;

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(d) brief history of the parent company, including any major acquisitions of, and mergers or amalgamations with, other companies. Include any former name(s) of the applicant and its parent company;

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(e) group structure of the parent company, giving the percentage equity interests held in the principal operating companies in the group and the country of incorporation of these companies;

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(f) business activities of the parent company and principal operating companies including areas of specialisation;

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(g) names of the chairman and other members of the board of directors of the parent company;

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(h) list of names and addresses of shareholders holding 10% or more of the voting shares in the parent company. State the percentage shareholding interest of each of such shareholders, grouping together related shareholders, where possible;

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21. If the answer to any of the following questions is in the affirmative, attach annexes and supporting documents, where appropriate, to provide all relevant particulars.

Within the past 10 years, has the applicant or any of its substantial shareholders who is an individual or a company, including the company's related companies, or any director or chief executive officer of the applicant-

- (a) been refused the right or restricted in its or his right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law in any jurisdiction;
- (b) been issued a prohibition order under any Act administered by FSRA or has been prohibited from operating in any jurisdiction by any financial services regulatory authority or self-regulatory organisation;
- (c) been censured, disciplined, suspended or refused membership or registration by FSRA, any other regulatory authority, an operator of a market or clearing facility, any professional body, self-regulatory organisation or government agency, whether in Swaziland or elsewhere;
- (d) been the subject of any complaint made reasonably and in good faith, relating to activities that are regulated by FSRA, or a self-regulatory organisation under any law in any jurisdiction;
- (e) been the subject of any proceedings of a disciplinary or criminal nature or has been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any self-regulatory organisation in any jurisdiction;
- (f) been convicted of any offence, or is being subject to any pending proceedings which may lead to such a conviction, under any law in any jurisdiction;
- (g) had any judgment (including a finding of fraud, misrepresentation or dishonesty) entered against the licensed person in any civil proceedings or is a party to any pending proceedings which may lead to such a judgment, under any law in any jurisdiction;
- (h) had any civil penalty enforcement action taken against it or him by FSRA, any other regulatory authority or a self-regulatory organisation under any law in any jurisdiction;
- (i) contravened or abetted another person in breach of any laws or regulations, business rules or codes of conduct, whether in Swaziland or elsewhere;
- (j) been the subject of any investigations or disciplinary proceedings or been issued a warning or reprimand by FSRA, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Swaziland or elsewhere;

- (k) been refused a fidelity or surety bond, whether in Swaziland or elsewhere;
- (l) demonstrated an unwillingness to comply with any regulatory requirement or to uphold any professional and ethical standards, whether in Swaziland or elsewhere;
- (m) been untruthful or provided false or misleading information to FSRA or been uncooperative in any dealings with FSRA or any other regulatory authority in any jurisdiction;
- (n) been or is unable to fulfil any of its or his financial obligations, whether in Swaziland or elsewhere;
- (o) entered into a compromise or scheme of arrangement with its or his creditors, being a compromise or scheme of arrangement that is still in operation, whether in Swaziland or elsewhere;
- (p) subjected to a judgment debt which is unsatisfied, either in whole or in part, whether in Swaziland or elsewhere;

22. If the answer to any of the following questions is in the affirmative, attach annexes and supporting documents, where appropriate, to provide all relevant particulars.

Within the past 10 years, has the applicant or any of its substantial shareholders who is an individual or a company, including the company's related companies, or any director or chief executive officer of the applicant-

- (a) has the licensed person had satisfactory past performance or expertise, having regard to the nature of the licensed person's proposed business or duties, as the case may be, whether in Swaziland or elsewhere;
- (b) in the case where the licensed person is an institution, whether its directors or equivalent persons, chief executive officer or equivalent person, the persons that it employs, authorises or appoints to act on its behalf, in relation to its conduct of the activity regulated under the Securities Act, where applicable, have satisfactory educational qualification or experience, whether in Swaziland or elsewhere;

V. MISCELLANEOUS

22. Set out any additional information that the applicant considers to be relevant or material to this application.

VI. DECLARATION

We declare that all information given in this application and in the attached annexes, if any, is true and correct.

We are aware that section 66 of the Financial Services Regulatory Authority Act, 2010 provide as follows:

(Signature)

(Signature)

(Name of Director)

(Name of Director/Secretary)

Date

Date

(dd/mm/yy)

(dd/mm/yy)