# APPLICATION FORM

**APPLICATION FOR REGISTRATION AS AN INVESTMENT MANAGER**

An application for registration as an Investment Manager in terms of the Section 4(1)(f) of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) (“the Act”) must comply with the requirements and be accompanied by the information and documentation set out herein:

|  |  |  |  |
| --- | --- | --- | --- |
| Public Company |  | Private Company |  |

*Please tick whichever is relevant*

**SECTION A: Company information**

# General

* + Full name of applicant .................................................................................................
  + Principal Office Address .............................................................................................
  + Postal Address .............................................................................................................
  + Telephone Number ......................................................................................................
  + Facsimile .....................................................................................................................
  + Website, if any .............................................................................................................
  + E-mail address .............................................................................................................
  + Financial year end of the company ..............................................................................
  + Company’s registration No .........................................................................................
  + Namibian Tax reference no .........................................................................................
  + Contact Person name and number ...............................................................................

# Financial Resources

We hereby confirm that the company has a start-up capital of N$250 000 for employment in the business and will maintain liquid resources that cover 13 weeks of annual expenditure at all times.

|  |  |  |
| --- | --- | --- |
|  | **Paid-up share capital** | **Proof[[1]](#footnote-1)**  **Yes/No** |
| Start-up capital | N$250 000 |  |

# 

# Auditor

* + Full name of Auditor ...................................................................................................
  + Contact Person ............................................................................................................
  + Postal Address .............................................................................................................
  + Physical Address .........................................................................................................
  + Telephone No ..............................................................................................................
  + Facsimile .....................................................................................................................

# Chief Executive Officer

* + Full name ....................................................................................................................
  + Identification No .........................................................................................................
  + Nationality ..................................................................................................................
  + Postal address .............................................................................................................
  + Telephone No .............................................................................................................
  + Email address .............................................................................................................

# Portfolio Manager

* + Full name ....................................................................................................................
  + Identification No .........................................................................................................
  + Nationality ..................................................................................................................

(NB: If not Namibian, provide letter stating the exceptional circumstance)

* + Postal address .............................................................................................................
  + Telephone No .............................................................................................................
  + Email address .............................................................................................................

# Compliance Officer

* + Full name ....................................................................................................................
  + Identification No .........................................................................................................
  + Nationality ..................................................................................................................
  + Postal address .............................................................................................................
  + Telephone No .............................................................................................................
  + Email address .............................................................................................................

# Bank Details

* + Name of Bank .............................................................................................................
  + Branch Name .............................................................................................................
  + Account No .................................................................................................................

*<Proof of bank account to be attached>*

# Custodian Details

* + Name of Custodian ......................................................................................................

# Directors

*<* *Provide details of each director. Duplicate this section if necessary.>*

# Director

* + Full name of director ...................................................................................................
  + Identification No .........................................................................................................
  + Nationality ..................................................................................................................
  + Postal address ..............................................................................................................
  + Telephone No .............................................................................................................
  + Email address .............................................................................................................

# Director

* + Full name of director ...................................................................................................
  + Identification No .........................................................................................................
  + Nationality ..................................................................................................................
  + Postal address ..............................................................................................................
  + Telephone No .............................................................................................................
  + Email address .............................................................................................................

# Director

* + Full name of director ...................................................................................................
  + Identification No .........................................................................................................
  + Nationality ..................................................................................................................
  + Postal address ..............................................................................................................
  + Telephone No .............................................................................................................
  + Email address .............................................................................................................

# Shareholders

*<**Provide details of each shareholder. Duplicate this section if necessary. If the shareholder is a corporate entity or trust, provide contact person’s details>*

**Shareholder**

* + Full name of shareholder .............................................................................................
  + Identification/Company registration No ......................................................................
  + Nationality/ Country of Incorporation .........................................................................
  + Postal address .............................................................................................................
  + Telephone No ..............................................................................................................
  + Email address of shareholder or contact person ..........................................................
  + Name of contact person (if applicable) .........................................................................

**Shareholder**

* + Full name of shareholder .............................................................................................
  + Identification/Company registration No ......................................................................
  + Nationality/ Country of Incorporation .........................................................................
  + Postal address .............................................................................................................
  + Telephone No ..............................................................................................................
  + Email address of shareholder or contact person ..........................................................
  + Name of contact person (if applicable) .........................................................................

**Shareholder**

* + Full name of shareholder .............................................................................................
  + Identification/Company registration No ......................................................................
  + Nationality/ Country of Incorporation .........................................................................
  + Postal address .............................................................................................................
  + Telephone No ..............................................................................................................
  + Email address of shareholder or contact person ..........................................................
  + Name of contact person (if applicable) .........................................................................

# SECTION B: (Honesty and Integrity) (Legal Persons – Applicant Company)

# *Complete and attach the Legal Persons (LP) Fit and Proper (FAP) Statement (Investment Manager) for the applicant and every corporate entity or trust directly or indirectly controlling the applicant (including joint control) or holding 20% or more of the ownership interest or voting rights in the applicant.*

# SECTION C: Operational Ability, AML Requirements and Duties

|  |  |  |  |
| --- | --- | --- | --- |
| **1.** | **Operational ability** | YES | NO |
| (a) | Do your compliance arrangements specify how often compliance with procedures are monitored and reported? |  |  |
| (b) | Do you have a documented process to ensure the maintenance of the adequacy of your compliance and monitoring arrangements? |  |  |
| (c) | Do you have documented processes to ensure that records for training programs attended are kept, including continued education training for your key responsible person? |  |  |
| (d) | Do you have documented processes for the supervision and monitoring of your representatives to ensure they comply with laid down policies and procedures? |  |  |
| (e) | Do you have adequate access to communication facilities including at least, a full- time telephone or cell phone service, typing and document duplication facilities? |  |  |
| (f) | Do you have adequate storage and filing systems for the safekeeping of records, business communications and correspondence? |  |  |
| (g) | Will any substantial activities of the entity be outsourced? |  |  |
| (h) | Do you have written service level agreements in place for outsourced activities? |  |  |
| (i) | Do you have a process in place to ensure that providers selected for any outsourced functions are suitable? |  |  |
| (j) | To whom will you be outsourcing these activities?  Independent party Related party Both |  |  |
| (k) | What is the name of the entity to whom you intend outsourcing?  ……………………………………………………………… |  |  |
| (l) | What function(s) will be outsourced?  ……………………………………………………….  ………………………………………………………. |  |  |
| **2.** | **Internal control structures, procedures and controls** |  |  |
| (a) | Do you have internal control structures, procedures and controls in place which include the following? | YES | NO |
| (i) | segregation of duties, roles and responsibilities where such segregation is appropriate from an operational risk mitigation perspective; |  |  |
| (ii) | access rights and data security on electronic data, where applicable; |  |  |
| (iii) | physical security of the providers’ assets and records, where applicable; |  |  |
| (iv) | documentation relating to business processes, policies and controls, and technical requirements; |  |  |
| (v) | system application testing, where applicable; |  |  |
| (vi) | disaster recovery and back-up procedures on electronic data, where applicable; |  |  |
| (ii) | training for all staff regarding the requirements of the Conditions; |  |  |
| (viii) | a business continuity plan; |  |  |
| (b) | Compliance with the Financial Intelligence Act, 2012 (Act No. 13 of 2012), and other anti-money laundering legislation. |  |  |
| (i) | Do you have written internal rules in place (Know Your Customer, Customer Due Diligence, Reporting of suspicious transactions) as required by the Financial Intelligence Act, 2012 (Act No. 13 of 2012)? |  |  |
| (ii) | Do you have processes in place to ensure that employees receive training in respect of and are aware of their obligation to report suspicious transactions? |  |  |
| (iii) | Do you have anti-money laundering control policies, procedures and systems in place? |  |  |
| (iv) | Do you have processes to incorporate any additional requirements as may be required under the Financial Intelligence Act, 2012 (Act No.13 of 2012), and/or any other anti-money laundering legislation? |  |  |
| (v) | Do you have process in place to train staff in relation to anti-money laundering legislation? |  |  |

# 3. Duties

In addition, we will:

* + 1. Comply with the provisions of the Conditions and the Act;
    2. Comply with the provisions of the Financial Intelligence Act, 2012 (Act No. 13 of 2012);
    3. Pay levies; and
    4. Submit returns as required by the Registrar.

# SECTION D: (Honesty and Integrity) (Key Responsible Person)

# *Complete and attach the Natural Persons (NP) Fit and Proper (FAP) Statement (Investment Manager) for each KRP:*

# *directly or indirectly holding 20% or more of the ownership interest in the applicant*

# *directly or indirectly controlling the applicant*

# *appointed/proposed to be appointed as a director, chief executive officer, portfolio manager or compliance officer of the applicant*

# *appointed as a director or trustee of any entity directly or indirectly holding 20% of more of the ownership interest in the applicant*

# *who are trust beneficiaries of any trust directly or indirectly holding 20% of more of the ownership interest in the applicant*

**Applicant’s Declaration**

We: (Name of company applying for the registration as an Investment Manager)

* **Declare** that all the information provided in this application (including all attachments) is complete, true and correct.
* **Read and understood** the provisions in the Conditions and hereby declare that we will comply with these provisions and any other provisions as may be determined by the Registrar.
* **Understand** that if any information in this application changes before this application is approved, we must notify the Authority in writing immediately of the changes.

(To be signed by either two directors or the Chief Executive Officer and a director of the entity applying as an Investment Manager.)

.................................................... ............................................ ......................................

# Full Name Signature Date

**(CEO/Director)**

.................................................... ............................................ ......................................

# Full Name Signature Date

**(Director)**

**Commissioner of Oath**

........................................................................................ .......................................................

**Signature Date and Stamp**

**CHECKLIST OF DOCUMENTS THAT MUST ACCOMPANY THE APPLICATION FORM:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Applicant:** | | | | **Tick if provided** |
| 1 | | **Proof of Payment of N$5,000** (non-refundable payable upon submission of the application) | |  |
| **Company documents** | | | |  |
| 2 | | **Legal Persons (LP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
|  | | Company Registration Documents: | |  |
| 3 | | Original certified copy of CM 1 - **Certificate of Incorporation of a Company** | |  |
| 4 | | Original certified copy of CM 2 - **Memorandum of Association** | |  |
| 5 | | Original certified copy of CM 44 - **Articles of Association** | |  |
| 6 | | Original certified copy of CM 9 - **Certificate of Change of Name** & CM 26 **Special Resolution** (if applicable) | |  |
| 7 | | Original certified copy of CM 22 - **Registered Address and Postal Address** | |  |
| 8 | | Original certified copy of CM29 - **Register of Directors, Auditors & Officers** | |  |
| 9 | | Original certified copy of CM 46 - **Certificate to Commence Business** | |  |
| 10 | | Original certified copy of CM 47 - **Statements by each Director regarding Adequacy of Capital of Company** | |  |
| 11 | | Original certified copy of **Share Certificates** | |  |
| 12 | | Original certified copy of **Tax Certificate** issues by relevant tax authority | |  |
| 13 | | **Proof of Bank Account** (Details of banking institution registered in Namibia where the applicant will keep accounts (operational or trust accounts). Including name of bank, account number, account name and branch name. Stamped by bank). | |  |
| 14 | | Copy of proof ofminimum **Professional Indemnity or Fidelity Insurance Cover** of N$1,000,000 (one million dollars) | |  |
| 15 | | Copy of the **Company Profile** (Including details of systems in place and business/organisational structure) | |  |
| 16 | | Copy of the **Business Plan** (See guideline of business plan for Investment Managers) | |  |
| 17 | | Copy of the **Specimen Mandate** (See paragraph 16 the, made in terms of section 4(1)(f) of the Stock Exchanges Control Act, Act No. 1 of 1985) | |  |
| **Proof of Source of Start-Up Capital** | | | |  |
| 18 | | Original certified copies of documents disclosing and providing **Proof of the Source of Funds** that will be used as start-up capital.  NB:   * Applicants are required to satisfy NAMFISA that the funds for capital emanate from a legitimate source and that these funds were obtained through lawful means and are still available. * Bank statements evidencing the transfer and availability of the funds should also be provided. | |  |
| **Directors** | | | |  |
| 19 | | **Natural Persons (NP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
| 20 | | Up-to-date **Curriculum Vitae** | |  |
| 21 | | Original certified copy of **Identity Document/Passport** | |  |
| 22 | | Original certified copy(s) of **Certificate(s) of Conduct** (not older than 12 months). The Certificate(s) of Conduct must be from all jurisdictions the person lived in the past 10 years. | |  |
| 23 | | Original certified copies of **Academic Qualifications** | |  |
| 24 | | Original certified copies of **Reference Letters / Certificates or Letters of Service (minimum 2)** | |  |
| 25 | | Signed **Declaration of Interests** | |  |
| **Chief Executive Officer** | | | |  |
| 26 | | **Natural Persons (NP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
| 27 | | Up-to-date **Curriculum Vitae** | |  |
| 28 | | Original certified copy of **Identity Document/Passport** | |  |
| 29 | | Original certified copy of **Proof of Lawful Residence** in Namibia (if not a Namibian citizen) | |  |
| 30 | | Original certified copy(s) of **Certificate(s) of Conduct** (not older than 12 months). The Certificate(s) of Conduct must be from all jurisdictions the person lived in the past 10 years. | |  |
| 31 | | Original certified copies of **Academic Qualifications** | |  |
| 32 | | Original certified copies of **Reference Letters** / **Certificates or Letters of Service** (minimum 2) | |  |
| 33 | | Signed **Declaration of Interests** | |  |
| **Portfolio Manager** | | | |  |
| 34 | | **Natural Persons (NP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
| 35 | | Up-to-date **Curriculum Vitae** | |  |
| 36 | | Original certified copy of **Identity Document/Passport** | |  |
| 37 | | Original certified copy of **Proof of Lawful Residence** in Namibia (if not a Namibian citizen) | |  |
| 38 | | If not a Namibian, a **Letter Stating the Exceptional Circumstance** that existthat justify the appointment of a non-Namibian | |  |
| 39 | | Original certified copy(s) of **Certificate(s) of Conduct** (not older than 12 months). The Certificate(s) of Conduct must be from all jurisdictions the person lived in the past 10 years. | |  |
| 40 | | Original certified copies of **Academic Qualifications**  NB: The minimum requirements are contained in Annexure D-1 of the Conditions | |  |
| 41 | | Original certified copies of **Reference Letters** / **Certificates or Letters of Service** confirming that the required period of relevant experience has been completed satisfactorily (minimum 2).  NB: The minimum requirements are contained in Annexure D-1 of the Conditions | |  |
| 42 | | Signed **Declaration of Interests** | |  |
| **Compliance Officer** | | | |  |
| 43 | | **Natural Persons (NP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
| 44 | | Up-to-date **Curriculum Vitae** | |  |
| 45 | | Original certified copy of **Identity Document/Passport** | |  |
| 46 | | Original certified copy of **Proof of Lawful Residence** in Namibia (if not a Namibian citizen) | |  |
| 47 | | Original certified copy(s) of **Certificate(s) of Conduct** (not older than 12 months). The Certificate(s) of Conduct must be from all jurisdictions the person lived in the past 10 years. | |  |
| 48 | | Original certified copies of **Academic Qualifications** | |  |
| 49 | | Original certified copies of **Reference Letters /** **Certificates or Letters of Service** from employers (minimum 2) | |  |
| 50 | | Signed **Declaration of Interests** | |  |
| **Auditor** | | | |  |
| 51 | | Original certified copies of **Acceptance Letter** | |  |
| 52 | | Original certified copy of CM 31 - **Auditors Consent to Appointment** | |  |
| 53 | | Original certified copy of **Good Standing Letter** **from the Public Accountants & Auditors Board** (PAAB) | |  |
| 54 | | Original certified copy of **Proof of Membership of the Institute of Chartered Accountants of Namibia** (ICAN) | |  |
| **Other** | | | |  |
| 55 | | Board resolution authorising the applicant’s representative to apply for approval on behalf of the applicant | |  |
| **Every corporate entity or trust directly or indirectly controlling (including jointly) or holding 20% or more of the ownership interest or voting rights in the applicant** | | | | |
| 56 | | **Legal Persons (LP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
| 57 | | Original certified copies of the entity’s **Certificate of Incorporation, Memorandum of Association and Articles of Association or Founding Statement or Trust Deed** and/or any other instrument constituting or defining the constitution of the corporate entity/trust | |  |
| 58 | **Share Certificates / Trust Certificates** | |  | |
| **Every natural person directly or indirectly holding 20% or more of the ownership interest in the applicant / directly or indirectly controlling the applicant / appointed as a director or trustee of any entity directly or indirectly holding 20% of more of the ownership interest in the applicant / who are trust beneficiaries of any trust directly or indirectly holding 20% of more of the ownership interest in the applicant** | | | | |
| 59 | | **Natural Persons (NP) Fit and Proper (FAP) Statement** (Investment Manager) | |  |
| 60 | | Up-to-date **Curriculum Vitae** | |  |
| 61 | | Original certified copy of **Identity Document/Passport** | |  |
| 62 | | Original certified copy(s) of **Certificate(s) of Conduct** (not older than 12 months). The Certificate(s) of Conduct must be from all jurisdictions the person lived in the past 10 years. | |  |
| 63 | | Signed **Declaration of Interests** | |  |

**NB:** The registrar may call upon the applicant to furnish him with further information relevant to the application. The registrar is not obliged to consider incomplete applications.

1. *Provide original or original certified copies of documents disclosing and providing proof of the source of funds that will be used as start-up capital. NB: Applicants are required to satisfy NAMFISA that the funds for capital emanate from a legitimate source and that these funds were obtained through lawful means and are still available. Bank statements evidencing the availability of the funds and the transfer of the funds should also be provided.* [↑](#footnote-ref-1)