

NOTIFICATION OF REGISTRATION AND APPOINTMENT OF A TIED AGENT (LEGAL ENTITY)

|  |  |
| --- | --- |
| Principal’s name |       |
| Principal’s Operation Licence (and country of licensing) |       |
| Tied Agent’s name |       |

Purpose of this Form

This form should be completed by the principal.

For Official Use Only

The principal has paid the examination fees for this notification under paragraph 4 Part I of Directive D144-2007-04(A) of 2012. The said fees have been checked and found to be correct.

……………………………… (Signature)

 …………………..……….. (Name/Position)

Notes for the completion of this form

1. This form should be completed electronically and is available on the website of the Cyprus Securities and Exchange Commission (“the Commission”) at the following address: <http://www.cysec.gov.cy>
2. For your own convenience, during completion of this form you may move between questions with the “tab” key.
3. Please answer all applicable questions and in case they do not apply please indicate “N/A”. Otherwise, the form shall not be deemed fully completed.
4. “Law” shall mean the Investment Services and Activities and Regulated Markets Law of 2007 and 2009, as in force from time to time.
5. “Directive” shall mean Directive D144-2007-13 of 2014 on Tied Agents.
6. “Principal” shall mean the CIF or IF of another Member State intending to appoint a tied agent.
7. In case a CIF appoints a tied agent which is registered or intends to register in the public register of another Member State (outside the Republic), the CIF shall notify its intention to the Commission as provided by article 4(4) of the Directive and not through this Form.
8. The space reserved for each answer IS NOT indicative of the expected length of the answer. Where necessary, you may use a separate sheet of paper, indicating on the top left side the number of the question.
9. Should you provide incorrect or misleading information or should you intentionally avoid giving substantial information, the integrity and, therefore, the suitability of the person proposed to be appointed as tied agent, shall be questioned.
10. When completing the form, information which is publicly available or have previously been disclosed to the Commission or to another competent or supervisory authority, should not be considered as known by the Commission.
11. This form should be signed by the directors of the principal.
12. The notification is submitted to the Commission along with the relevant charges and fees as determined by paragraph 7 of Part I of Directive D144-2007-04 of 2012 on Payable Fees and Subscriptions, as in force from time to time.

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| CONTACT DETAILS OF THE PERSON (ON BEHALF OF THE PRINCIPAL) THAT THE COMMISSION MAY CONTACT ABOUT THIS NOTIFICATION |

|  |  |
| --- | --- |
| Full name |       |
| Profession and employer’s name |       |
| Postal address |       |
| Telephone no (and country code) |       |
| Mobile phone no (if any) |       |
| Fax no (and country code) |       |
| E-mail address |       |

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| PART Ι: IDENTITY OF THE TIED AGENT |

1. Full name:

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|       |

1. Registered name:

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| --- |
|       |

1. Date of incorporation and registration no (Certificate of Incorporation to be attached as Annex 1):

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| --- |
|       |

1. Address of Registered Office (Certificate of Registered Office to be attached as Annex 2):

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|       |

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| PART ΙΙ: INFORMATION ON THE TIED AGENT |

1. Address of Registered Office (if different from point 4):

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|       |

1. E-mail address, contact telephone no:

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|       |

1. Website address:

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|       |

1. Business Activities:

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|       |

1. Details on the competent or supervisory authority of the legal entity (if applicable):

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|       |

1. Copy of the legal entity’s Memorandum and Articles of Association to be attached as Annex 3.
2. Certificate of Good Standing to be attached as Annex 4.
3. Composition of the Board of Directors (Certificate of Directors to be attached as Annex 5):

|  |  |
| --- | --- |
| Full name | Date of appointment |
|       |       |

1. Certificate of Shareholders to be attached as Annex 6.

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| PART ΙΙΙ: REPUTATION AND PROFESSIONAL ABILITY OF THE TIED AGENT AND NATURAL PERSONS EMPLOYED FOR THE PROVISION OF INVESTMENT SERVICES |

1. The legal entity is subject to a regulatory framework and supervision as a financial institution by the Commission or another competent supervisory authority in the Republic or in another Member State or in a third country which imposes procedures and takes measures for preventing money laundering and terrorist financing equivalent to those laid down by the European Directive 2005/60/EC[[1]](#footnote-1):

[ ]  No

[ ]  Yes → Give details

|  |  |
| --- | --- |
| Name of supervisory authority  | Country of incorporation |
|       |       |

1. The legal person acts or acted in the past as tied agent on behalf of a CIF or IF licensed in the Republic or in another Member State:

[ ]  No

[ ]  Yes → Give details

|  |  |  |
| --- | --- | --- |
| Name of CIF/IF | Country of incorporation | Time period (from - to) |
|       |       |       |

1. The legal person is or was registered in the public registers of other Member States, which have been established by virtue of their local legislations adopted in compliance with Directive 2004/39/EC, and acts or acted on behalf of a CIF or IF licensed in the Republic or in another Member State:

[ ]  No

[ ]  Yes → Give details

|  |  |  |
| --- | --- | --- |
| Name of CIF/IF  | Time period (from – to) |  Public Register (country/Member State) |
|       |       |       |

1. Form 144-03-02 on the members of the Board of Directors, should be submitted as Annex 7, accompanied by certified true copies of identification card or passport and certificates of non-bankruptcy and criminal record issued by the competent authorities of the countries where they were residing for the past 5 years. (In case the tied agent is registered in the public register of article 40(6) of the Law or in the respective registers of other Member States, Form 144-03-02 should be submitted for the manager only)).
2. Form 144-03-02 on the shareholders with special participation, should be submitted as Annex 8 (i.e. for those holding more than 10% of the tied agent’s share capital), accompanied by certified true copies of identification card or passport and certificates of non-bankruptcy and criminal record issued by the competent authorities of the countries where they were residing for the past 5 years.
3. Form 144-03-02 on the natural person to be employed by the legal entity for the provision of investment services (as defined in article 40(7) of the Law) provided that this person is different from the persons mentioned in paragraphs 17 and 18 above, should be submitted as Annex 9 accompanied by certified true copies of identification card or passport and certificates of non-bankruptcy and criminal record issued by the competent authorities of the countries where he was residing for the past 5 years..
4. The natural person to be employed by the legal entity for the provision of investment services is registered in the public register of article 53 of the Law:

[ ]  No[[2]](#footnote-2)

[ ]  Yes → Give details:

|  |  |
| --- | --- |
| Date of registration |       |
| Services/Duties he may perform by virtue of article 52(1) of the Law |       |

1. The natural person to be employed by the legal entity for the provision of investment services, acts or acted in the past as tied agent on behalf of a CIF or IF licensed in the Republic or in another Member State:

[ ]  No

[ ]  Yes → Give details

|  |  |  |
| --- | --- | --- |
| Name of CIF/IF | Country of incorporation | Time period (from - to) |
|       |       |       |

1. The natural person to be employed by the legal entity for the provision of investment services is or was registered in the public registers of other Member States, which have been established by virtue of their local legislations adopted in compliance with Directive 2004/39/EC, and acts or acted on behalf of a CIF or IF licensed in the Republic or in another Member State:

[ ]  No

[ ]  Yes → Give details

|  |  |  |
| --- | --- | --- |
| Name of CIF/IF  | Time period (from – to) |  Public Register (country/Member State) |
|       |       |       |

1. The organisational chart showing the persons employed and their working position should be attached as Annex 10.
2. The Member State of establishment of the tied agent maintains a public register of tied agents, corresponding to the public register as defined by article 40(6) of the Law.

[ ]  No

[ ]  Yes

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| PART ΙV: INFORMATION ON THE REPRESENTATION |

1. Determination of services the tied agent may provide on behalf of the principal.

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| --- | --- |
| Services | Financial means |
|            |            |

1. Composition (%) of the customers list to which services are to be provided by the tied agent (individuals, professionals, eligible contracting parties).

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1. Geographic scope within which the tied agent shall operate:

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1. The tied agent shall perform any other professional activity or he shall provide any other services other than the proposed representation of the principal:

[ ]  No

[ ]  Yes → Give details:

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|       |

1. Please give information on how do the principal expects the tied agent to contribute to the achievement of its objects and strategic plan.

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1. The expected contribution of the tied agent to the economic scales of the statement of the profit and loss account and to the cash flow statement of the principal, for next year as of the date of his appointment (estimates of revenue from tied agent), should be attached as Annex 11).
2. The relevant extract from the principal’s rules of procedure containing the procedures applied to the appointment of a tied agent (baselines, control of activities, and control of compliance with the legislation, management of complaints, internal/external audit) should be attached as Annex 12).
3. A certificate by the tied agent that he is aware of this notification and that the information regarding him contained therein is true and correct (the certificate should be signed by the members of the Board of Directors of the tied agent), should be attached as Annex 13.

STATEMENT

Being aware of the consequences of the Law, we solemnly declare that:

1. We have exercised all due diligence to ensure that all information contained in this notification, as well as the documents attached thereto, are correct and true.
2. We are aware that the provision of false or misleading information or the concealment of information from the Commission is an offence and subject to an administrative fine.
3. We hereby undertake to submit to the Commission any additional information or clarification required for the completion of this notification.
4. We shall communicate directly to the Commission, in writing, any change that may occur between the submission of this notification to the Commission and the making of the Commission’s decision thereon, in the information or documents submitted together with this notification.
5. We shall fully and unconditionally assume responsibility for any action or omission of the tied agent, when he acts on behalf of the principal.
6. We shall control the tied agent’s activities, in order to ensure that the principal shall always comply with the provisions of the Law or with the Directives issued by virtue of this Law, even when it acts through the tied agent.

Full name

Date

Signature

List of documents required for this notification

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Annex | Details/ forms | Paragraph of the form | Submitted (Χ) / Not applicable (N/A) | For official use only |
|  | Certificate of incorporation | 3 |       |  |
|  | Certificate of Registered Office  | 4 |       |  |
|  | Memorandum & Articles of Association | 10 |       |  |
|  | Certificate of Good Standing | 11 |       |  |
|  | Certificate of Directors | 12 |       |  |
|  | Certificate of Shareholders | 13 |       |  |
|  | Form 144-03-02,certified true copies of identification card or passport and certificates of non-bankruptcy and criminal record for the directors | 17 |       |  |
|  | Form 144-03-02,certified true copies of identification card or passport and certificates of non-bankruptcy and criminal record for the shareholders with special participation | 18 |       |  |
|  | Form 144-03-02,certified true copies of identification card or passport and certificates of non-bankruptcy and criminal record for the natural persons to be employed by the legal entity for the provision of investment services | 19 |       |  |
|  | Organisational chart | 23 |       |  |
|  | Estimates of revenue from the tied agent | 30 |       |  |
|  | Extract from the rules of procedure | 31 |       |  |
|  | Certificate by the tied agent regarding the content of the notification | 32 |       |  |

1. See Commission’s Circular no C144-2008-12 for the list of third countries which impose procedures and take measures for preventing money laundering and terrorist financing equivalent to those laid down by the European Directive 2005/60/EC. [↑](#footnote-ref-1)
2. In case the tied agent is not registered in the register of certified persons of article 53 of the Law, an exemption may be granted by the Commission in order to give him/her the necessary time for registration. This procedure costs €250 per person for whom an exemption is requested. [↑](#footnote-ref-2)