**FORM F196-2012-01**

**APPLICATION FOR GRANTING ADMINISTRATIVE SERVICES AUTHORISATION**

|  |
| --- |
| **Name of applicant:** |

**Purpose of this form**

The present form must be completed, if you are a company established in the Republic of Cyprus under the Company Law and you intend to provide administrative services according to article 4 of the Law Regulating Companies Providing Administrative Services and other Related Matters of 2012, - L.196 (Ι)/2012 (‘the Law’).

|  |
| --- |
| For official use only  The applicant has paid the relevant application fee of 2.000 euros.  ……………………………… Signature  …………………..……….. Name/Position |

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**INTRODUCTION**

1. ‘Applicant’ means the company established in Cyprus under the Company Law and intends to provide administrative services according to section 4 of the Law Regulating Companies Providing Administrative Services and other Related Matters of 2012, ( L.196 (Ι)/2012) (‘the Law’).
2. This application form must be completed in electronic form. An electronic version of the application form can be downloaded from the website of the Cyprus Securities and Exchange Commission (the ‘Commission’) at the address: www.cysec.gov.cy.
3. The questions must remain unaltered and the answers must be provided below each question.
4. All questions applicable to the applicant should be duly completed, or, if they do not apply state ‘N/A’.
5. In case the attachment of details or documents is required, add a reference to the relevant paragraph and attach them as numbered Annex **following the numbering order set out by the Commission.** The numbering of the Annexes must remain unaltered even when there are no details/documents to be submitted (e.g. if there are no details/documents to be attached to Annex 10, then this shall be numbered and remain blank).
6. Whenever it is required to attach details or documents, the originals shall be attached, or, where this is not possible, their true copies, in Greek or in English. True copies are accepted if issued by:

(a) the competent District administration, regarding passports and official identification cards issued by the Republic;

(b) any other state agencies authorised to certify copies;

(c) the notary (notary public), for documents relating to prospective purchasers who reside outside the Republic, or

(d) where it is not possible to certify copies by the above entities, then by third persons, as defined in Article 67(2) of the Prevention and Suppression of Money Laundering Activities Law of 2007, as applicable.

1. In case where, the details that accompany the application are not in Greek or English, then these are accompanied by accurate translations. Accurate translations are accepted when provided by:

(a) The Press and Information Office;

(b) Any other state agencies authorised to provide certified translations;

(c) Members of the Pancyprian Union of Graduate Translators and Interpreters;

(d) Translators registered/certified in countries outside the Republic;

(e) Where it is not possible to provide certified translations by any of the above entities, then these can be provided by third persons, as defined in Article 67(2) of the Prevention and Suppression of Money Laundering Activities Law of 2007, as applicable.

1. Where there are no competent authorities for the issue of certificates, attach equivalent documents from an independent and reliable source.
2. When filed with the Commission, the application must be accompanied by the application fee of 2.000 euros.
3. On completing the application, it should not be assumed that information, which is publicly available, or which has been previously disclosed to the Commission or to another supervisory authority is known to the Commission

We, the members of the Board of Directors of…………...……………….. (the “applicant”) submit, in accordance with Art. 10(1) of the Law Regulating Companies Providing Administrative Services and other Related Matters of 2012, application to obtain authorisation to provide administrative services. The application is accompanied by all required details and documents.

**1. Contact details of the Applicant:**

|  |  |  |
| --- | --- | --- |
| **1.1** | **Full Name** |  |
| **1.2** | **Business Name** |  |
| **1.3** | **Number and date of registration**  (The Certificate of Registration/Incorporation, the memorandum and articles of association from the Registrar of Companies to be attached as **Annex 1**) |  |
| **1.4** | **Address of registered office**  (The Certificate of address of registered office to be attached as **Annex 2**) |  |
| **1.5** | **Address of head office in the Republic of Cyprus** |  |
| **1.6** | **Postal address (if different from 1.5)** |  |
| **1.7** | **Telephone number** |  |
| **1.8** | **Fax number** |  |
| **1.9** | **Electronic mail address** |  |
| **1.10** | **Website address** |  |
| **1.11** | **Website address of the group** |  |
| **1.12** | **External auditors** |  |
|  | 1.12.1 Name of responsible partner |  |
|  | 1.12.2 Postal and electronic mail address |  |
|  | 1.12.3 Telephone number |  |
|  | 1.12.4 Fax number |  |
| **1.13** | **External or internal lawyer** |  |
|  | 1.13.1 Name of the responsible lawyer |  |
|  | 1.13.2 Postal and electronic mail address |  |
|  | 1.13.3 Telephone number |  |
|  | 1.13.4 Fax number |  |

|  |  |  |
| --- | --- | --- |
| **1.14** | **Representative for the promotion of the application** |  |
| 1.14.1 | Name and surname |  |
| 1.14.2 | Position/relationship with the Applicant |  |
| 1.14.3 | ID Number/Passport  Number (country of issue) |  |
| 1.14.4 | Work address |  |
| 1.14.5 | Postal and electronic mail address |  |
| 1.14.6 | Telephone number |  |
| 1.14.7 | Fax number |  |

**2. Administrative services for which authorisation is requested**

*(tick √ the appropriate box)*

|  |  |  |
| --- | --- | --- |
| **2.1** | The management or directing of trusts including, without limitation, the undertaking or provision of trustee (commissioner) or protector of trusts, wherever these are created or established, or the management or investment or marketing of assets of a trust. |  |
| **2.2** | The undertaking or provision of the service of managing companies, including, but not limited, to the management or the managing of companies, general or limited partnerships, or other organisations with or without separate legal personality anywhere these may be registered or established and the provision of the following services |  |
|  | 2.2.1 Providing directors for legal persons. |  |
|  | 2.2.2 Secretary, or assistant secretary of legal persons. |  |
|  | 2.2.3 Holding the share capital of legal persons and registering the holder in the respective registers of shareholders on behalf of third persons. |  |
|  | 2.2.4 Provision of address of registered office and or the official mail and or electronic address of companies. |  |
|  | 2.2.5 Provision of general or limited partners in partnerships. |  |
|  | 2.2.6 Provision of other similar services, or in conjunction with services described above, in relation to other legal persons or organisations, with or without separate legal personality. |  |
|  | 2.2.7 Opening or managing bank accounts. |  |
| **2.3** | Safe keeping of financial instruments on behalf of clients, including acting as depositary, as defined in Annex III, Part II, paragraph 1 of the Investments Services and Activities and Regulated Markets Law, and other related services, unless this is provided as an ancillary service by an IF in the framework of the Investment Services and Activities and Regulated Markets Law. |  |
| **2.4** | The provision of services for the preparation and/or management of an application for the granting of a residence permit or naturalization in the context of each Cyprus Investment Program in force, according to section 111A of the Civil Registry Law. |  |

**3. Brief summary of the activities of the applicant**

Attach a brief summary of the activities of the applicant (**Annex 3**) to be signed by the compliance officer or the Board of Directors of the applicant that shall include, at least, the following information:

**3.1** Brief description of the areas that the applicant will operate in relation to the administrative services it intends to provide. Additional information should be provided on the administration services of sub-paragraph 2.2.6 above.

**3.2** Whether the applicant intends to provide administrative services only in the Republic of Cyprus and/or abroad.

**3.3** Whether the applicant has an already established clients’ network at the time of application, or whether the applicant is in contact with prospective clients.

**3.4** Whether the applicant may outsource to third parties in the Republic of Cyprus the provision of administrative services. If so, give details for the said services to be outsourced and the name and address of the person to whom the outsource will be made.

**4.** **Applicant’s capital structure**

**4.1. Shareholders**

|  |  |  |
| --- | --- | --- |
|  | **Name/ Business name of shareholder** | **Percentage holding**  **(%)** |
|
| 1. |  |  |
| 2. |  |  |
| 3. |  |  |

**4.1.1** Regarding the shareholders mentioned in the table 4.1 above, a certificate of shareholders and of Directors (**Annex 4**) and a certificate of good standing (**Annex 5**) have to be filed.

**4.1.2** Regarding the shareholders mentioned in the table 4.1 above, who are natural persons, a certified ID or passport copy has to be filed, a certificate of non-bankruptcy and a criminal record extract issued by the competent authorities from their country of residence (**Annex 6**). It is noted that, if the said persons have for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which they resided.

**4.1.3** The shareholders mentioned in the table 4.1 above should complete the form **F196-2012-02** and file it with the application.

**4.2 Shareholders of the Applicant-Legal persons**

|  |  |  |  |
| --- | --- | --- | --- |
| Please provide the information requested below for each one of the shareholders who are legal persons: | | | |
|  | Name and legal form |  | |
|  | Registered Office |  | |
|  | Registration number |  | |
|  | Main activities |  | |
|  | Percentage of voting rights, that may be exercised, directly or indirectly at the General meetings of the applicant |  | |
|  | Main shareholders of the legal entity: | Name and surname | 1. |
| 2. |
| 3. |
| 4. |
|  |  | Professional capacity | 1. |
| 2. |
| 3. |
| 4. |
|  |  | Percentage holding in the legal person | 1. |
| 2. |
| 3. |
| 4. |

**4.2.1**  Regarding the natural persons being the ultimate beneficial owners of the shares of the applicant, certified ID or passport copies, certificates of non-bankruptcy and criminal record extracts issued by the competent authorities of their country of residence have to be attached **(Annex 7)**. It is noted that, if the said persons have for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which they resided.

**4.2.2** The ultimate beneficial shareholders should complete the form **F196-2012-02** and file it with the application.

**5. Applicant’s organisational structure**

**5.1. Organisational chart**

Attach, as **Annex 8,** a chart with the organizational structure of the applicant.

**5.2. Board of Directors**

**5.2.1.** Complete the details of the members of the Board of Directors of the applicant.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Α/Α | Full name | Position in the Board of Directors/executive or non-executive Director | Professional qualifications | Address |
| 1. |  |  |  |  |
| 2. |  |  |  |  |
| 3. |  |  |  |  |
| 4. |  |  |  |  |

**5.2.2.** The members of the Board of Directors should complete the form **F196-2012-02** and file it with the application.

**5.2.3.** Attach, as **Annex 9** the Certificates of Directors and Secretary of the applicant.

**5.2.4.** Attach, as **Annex 10,** certified ID or passport copies of the members of the Board of Directors and certificates of non-bankruptcy and criminal record extracts issued by the competent authorities of their country of residence. It is noted that, if the said persons have for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which they resided.

**5.3.** **Senior Management**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **5.3.1.** Complete the details of the members of Senior Management of the applicant. Members of Senior Management are the persons, who effectively direct the business of the applicant.   |  |  |  |  |  | | --- | --- | --- | --- | --- | | Α/Α | Full name | Position within the applicant | Professional qualifications | Address | | 1. |  |  |  |  | | 2. |  |  |  |  | |

**5.3.2.** The members of Senior Management should complete the form **F196-2012-02** and file it with the application (this is omitted if it has been filed in accordance with sub-paragraph 5.2.2 above).

**5.3.3** Attach as **Annex 11** certified ID or passport copies of the members of the Senior Management and certificates of non-bankruptcy and criminal record extracts issued by the competent authorities of the country of residence (this is omitted if it has been filed in accordance with sub-paragraph 5.2.4 above). It is noted that, if the said persons have for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which they resided.

**5.4.** **Compliance Officer**

**5.4.1.** Fill-in the details of the Compliance Officer of the applicant.

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

**5.4.2.** The Compliance Officer should complete the form **F196-2012-02** and file it with the application.

**5.4.3.** Attach as **Annex 12** the certified ID or passport copies of the Compliance Officer and certificates of non-bankruptcy and criminal record extracts issued by the competent authorities of the country of residence. It is noted that, if the said person has for the last five years resided outside the Republic, attach certificates of non-bankruptcy and criminal record from the competent authorities of the country in which he resided.

**5.5 Internal Auditor**

Complete the details of the Internal Auditor of the applicant.

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

**6. Compliance with the Prevention and Suppression of Money Laundering Activities Law, the Directive DΙ144-2007-08 of Cyprus Securities and Exchange Commission for the prevention of money laundering and terrorist financing and with the Law Regulating Companies Providing Administrative Services and other Related Matters of 2012**

**6.1.** Attach, as **Annex 13** the applicant’s procedures and policies manual relating to prevention of money laundering and terrorism financing according to Directive **DΙ144-2007-08**.

**6.2.** Attach, as **Annex 14** a brief description of the applicant’s procedures and policies to be signed by the compliance officer or the Board of Directors of the applicant, relating to the safekeeping of client’s financial instruments, the safekeeping of client’s funds, the deposit of client’s funds, the use of client’s financial instruments and funds (articles 18 -21 of the Law).

**7. Additional information to be provided, in case the applicant is an existing company**

**7.1.** Have the applicant’s financial and accounting books been audited, beyond the regular audits, by a competent or supervisory authority, in the Republic of Cyprus, or outside the Republic of Cyprus in the last decade?

…………………………………………………………………………..

**7.2.** Has the applicant been the object of an investigation by a competent or supervisory authority in the Republic of Cyprus or outside the Republic of Cyprus in the last decade?

…………………………………………………………………………..

**7.3.** Have the books and/or records of the applicant been requested or confiscated by a competent or supervisory authority, in the Republic of Cyprus or outside the Republic of Cyprus? …………………………………………………………………………..

**7.4.** Has the applicant ever obstructed the efficient exercise of supervision by a competent or supervisory authority in the Republic of Cyprus or outside the Republic of Cyprus? ……………………………………………………………………………

**7.5.** Has an administrative sanction been imposed upon the applicant by a competent or supervisory authority in the Republic of Cyprus or outside the Republic of Cyprus in the last decade? …………………………………………………………………………..

**7.6.** Has there ever been a conviction against the applicant or are there any charges pending against it in the Republic of Cyprus or outside the Republic of Cyprus:

7.6.1. For offences or violations that involve deceit or fraud or bribery or venality or forgery or tax evasion?

………………………….

7.6.2. For offences or violations concerning money laundering activities and terrorism financing?

……………………………

7.6.3. For offences or violations that involve the use of confidential- privileged information?

…………. ……………….

7.6.4. For offences or violations that involve the manipulation of the stock market price of a financial instrument which was subject to trading on a regulated market, or on an equivalent market of a third country?

**…………**……….……….

7.6.5. For the payment of damages in relation to the provision of any services?

…………………………..

7.6.6. For any other action that is punishable by imprisonment of the legal representatives of the applicant? ……………………………..

**7.7.**  Has an application to dissolve, compulsory liquidate, classify as insolvent or confiscate its assets or place in mandatory receivership been filed against the applicant in the last decade or has the applicant been placed in mandatory receivership?

……………………………………………………………………

**7.8.** Have the external auditors of the applicant been replaced during the last 5 years?

…………………………………………………………………………..

**7.9.** Have the external legal advisors of the applicant been replaced during the last 5 years? …………………………………………………………………………..

**7.10.** Has the applicant, or any legal entity or partnership or unincorporated entity with which the applicant was associated, ever been asked to close an account with a credit institution or did a credit institution close an account it had with the applicant or with any of the above mentioned entities?

…………………………………..

**7.11.**  Has the applicant faced any of the following situations in the last five years:

7.11.1 Failure to repay a due debt?

…………………

7.11.2. Protest of bills of exchange or notes?

………………………………………………

7.11.3. Issue of “bad” cheques?

………………………………

**7.12.** Is there anything relevant you would like to declare and which could positively or negatively affect the assessment of the applicant?

…………………………………………………………………………..

**8. Group membership**

**8.1.** State whether the applicant belongs to a Group: YES NO

**8.2.** In case of affirmative response to the question above, attach:

**8.2.1**. A chart with the structure of the Group to which the applicant belongs, reaching up to the UBOs-natural persons. The chart must contain the name of the entity, percentage of shareholding, country of incorporation and principal activities of the companies of the Group (**Annex 15**).

**8.2.2.** A writtenconfirm that the companies of the Group, which are not subsidiaries of the applicant, shall not provide any Administrative Services referred to article 4 of the Law to or from the Republic of Cyprus through the applicant (**Annex 16**).

**9. Certifications / Confirmations and other information**

**9.1.** Attach, **as Annex 17** certifications from the external auditors and legal advisers of the applicant that, from what they know and believe, neither the applicant nor the persons that effectively direct its business are in any way involved, directly or indirectly, in any criminal activities or any activities, that may be used in the promotion, furtherance, assistance, instigation of economic crime or that may be deemed to be promoting, furthering, assisting or instigating it.

**9.2.** Attach, as **Annex 18** the following confirmation from the representative for the promotion of the application:

*‘I hereby state and confirm that, as far as I know and believe, neither the applicant, nor the persons that effectively direct its business, are involved or have been involved, directly or indirectly, in any criminal activities or any activities that may be used in the promotion, furtherance, assistance, instigation of economic crime or that may be deemed to be promoting, furthering, assisting or instigating it’.*

**9.3** Attach **Annex 19** theaudited financial statements of the applicant for the previous two years, accompanied by the relevant report of the independent approved auditors *(in the case of a company which provided administrative services prior to the enactment of the Law)***.**

**9.4** State whether the applicant submitted an application for authorization with another Competent Authority, or is/was registered in the Register of another Competent Authority (in case of an existing company) or its shareholders or directors have previously participated in a company that applied for a license or obtained a license or supervised by another Competent Authority.

If yes, state the following:

Competent Authority: …………………………………………………………………..

Whether the application was approved, rejected or withdrawn and the reasons of rejection or withdrawal (if applicable) …………………………………………………

Date of registration/authorization and registration/licence number ...………………..

Reason for the change in Competent Authority: …………………………………….

**We responsibly declare, having full knowledge of the consequences of the Law, that:**

**a) We have applied all required diligence to ensure that all information contained in this application, as well as the details and forms that accompany it are correct, complete and accurate.**

**b) We have taken all necessary measures so that the applicant can fulfill all conditions for being granted administrative services authorisation as such conditions are laid down in the applicable legislation issued by the Commission.**

**c) We will notify the Commission, in writing, immediately where, in the period between the submission of the application and the Commission’s decision, a change takes place in the information and/or details and documents submitted with the application.**

**We confirm that we are ready and willing to comply with the requirements and/or obligations arising from the applicable legislation.**

**We acknowledge and accept that the Commission may reveal information in the discharge of its duties, as these duties are defined in the applicable Law.**

**We acknowledge that the provision of false or misleading information or of documents or of forms or the withholding of material information from the current application constitutes, apart from being a breach subject to administrative fine of up to 500.000 Euros which may rise up to 1.000.000 Euros in case of repeated or continued breach, a criminal offence being punishable with imprisonment up to five (5) years and /or fine of up to 350.000 Euros.**

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

Full name and capacity Signature

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

Full name and capacity Signature

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

Full name and capacity Signature

Date...........................................

**Annex Ι**

**Checklist of documents accompanying the application**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Annex | Details/ Forms | Sub-paragraph of Form | Submitted (√) / Not applicable (N/A) | For official use only |
|  | Certificate of Registration/Incorporation, the memorandum and articles of association of the applicant. | **1.3** |  |  |
|  | Certificate of address of registered office. | **1.4** |  |  |
|  | Brief summary of the activities of the applicant. | **3.** |  |  |
|  | Certificate of shareholders and of Directors. | **4.1.1** |  |  |
|  | Certificate of good standing. | **4.1.1** |  |  |
|  | Certified ID or passport copy and certificate of non-bankruptcy and criminal record extract for shareholders natural persons. | **4.1.2** |  |  |
|  | Certified ID or passport copy and certificate of non-bankruptcy and criminal record extract for ultimate beneficial owners. | **4.2.1** |  |  |
|  | Organisational chart of the applicant | **5.1** |  |  |
|  | Certificate of Directors and Secretary of the applicant. | **5.2.3** |  |  |
|  | Certified ID or passport copy and certificate of non-bankruptcy and criminal record extracts for the members of the Board of Directors. | **5.2.4** |  |  |
|  | Certified ID or passport copy and certificate of non-bankruptcy and criminal record extracts for the members of the Senior Management. | **5.3.3.** |  |  |
|  | Certified ID or passport copy and certificate of non-bankruptcy and criminal record extracts for the Compliance Officer. | **5.4.3.** |  |  |
| **13.** | The procedures and policies manual of the applicant relating to prevention of money laundering and terrorism financing including a complete checklist of the manual. | **6.1.** |  |  |
| **14.** | Brief description of the procedures and policies of the applicant relating to the safekeeping of client’s financial instruments, the safekeeping of client’s funds, the deposit of client’s funds, the use of client’s financial instruments and funds (articles 18 -21 of the Law). | **6.2.** |  |  |
| **15.** | A chart with the structure of the Group | **8.2.1** |  |  |
| **16.** | A writtenconfirmation that the companies of the Group, which are not subsidiaries of the applicant, shall not provide any Administrative Services referred to article 4 of the Law to or from the Republic of Cyprus through the applicant. | **8.2.2** |  |  |
| **17.** | Confirmations from the external auditors and of the legal advisors of the applicant. | **9.1.** |  |  |
| **18.** | Confirmation from the representative for the promotion of the application for granting administrative services license. | **9.2** |  |  |
| **19.** | Audited financial statements of the applicant for the previous two years, accompanied by the relevant report of the independent approved auditors *(in the case of a company which provided administrative services prior to the enactment of the Law)****.*** | **9.3.** |  |  |