

THE RESERVE BANK OF FIJI

FORM B5
Sections 273, 274
of the Companies Act 2015

APPLICATION FOR SECURITIES INDUSTRY LICENCE OR RENEWAL

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of applicant

Surname
First name(s)
Former name

OR

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Business Name

Business Name
Business Name number

Share structure table

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- Please show all details of Shares that the company has on issue at the time of this application.
- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

[illegible]

Details of members

- Use this section to notify the name and address of each person who is a member.
- If Shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.
- Please complete a separate section below for each member and print additional copies if more members are required.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Registered Office

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

Principal Place of Business

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

B. Type of application

☐ Application for new Securities Industry Licence Section 273

☐ Application to renew Securities Industry Licence Section 274

C. What type of financial service does the applicant want the Reserve Bank of Fiji to authorise under their Securities Industry Licence?

☐ Broker or Dealer Licence Complete
sections D, H, I
and J.

☐ Investment Adviser Licence Complete
sections E, H, I
and J.

☐ Trustee of a Managed Investment Scheme Licence Complete
sections F, H, I
and J.

☐ Manager of a Managed Investment Scheme Licence Complete
sections F, H, I
and J.

☐ Representative Licence Complete
relevant sections
above and section
G.

D. Details of Broker or Dealer services

What Securities does the applicant want to be authorised to buy and sell?

☐ Shares

☐ Debentures

☐ Interests in a Managed Investment Scheme

☐ Other (please specify)

.....

Is the applicant likely to have financial obligations to clients of \$10,000 or more (in total) from transacting with them or on their behalf?

☐ Yes

☐ No

Is the applicant likely to hold client monies including investment monies?

☐ Yes

☐ No

If yes:

Will the applicant hold these monies in a trust account?

☐ Yes

☐ No

Is the applicant likely to hold of \$10,000 or more (in total) of client monies at any time?

☐ Yes

☐ No

How many full time equivalent employees and contractors of the applicant will undertake the services?

.....

Please provide details of remuneration or other benefits the applicant will receive in relation to the services it will provide. This includes remuneration or benefits received from the client or from third party product providers.

.....

E. Details of Investment Adviser services

What Securities does the applicant want to be authorised to advise about, report on and manage portfolios of?

☐ Shares

☐ Debentures

☐ Interests in a Managed Investment Scheme

☐ Other (please specify)

.....

Is the applicant likely to have financial obligations to clients of \$10,000 or more (in total) from transacting with them or on their behalf?

☐ Yes

☐ No

Is the applicant likely to hold client monies including investment monies?

☐ Yes

☐ No

If yes:

Will the applicant hold these monies in a trust account?

☐ Yes

☐ No

Is the applicant likely to hold of \$10,000 or more (in total) of client monies at any time?

☐ Yes

☐ No

How many full time equivalent employees and contractors of the applicant will undertake the services?

.....

Please provide details of remuneration or other benefits the applicant will receive in relation to the services it will provide. This includes remuneration or benefits received from the client or from third party product providers.

.....

F. Details of Trustee/Manager of a Managed Investment Scheme

What Managed Investment Scheme(s) does the applicant want to be authorised to act as Trustee or Manager of?

☐ Scheme(s) of a particular asset kind (s)

- ☐ Derivatives
- ☐ Real property
- ☐ Financial assets
- ☐ Mortgages
- ☐ Primary production
- ☐ Time Sharing Scheme
- ☐ Other (please specify)

.....

☐ Name of scheme(s)

.....

Will the applicant be a Trustee or a Manager?

☐ Trustee

☐ Manager

G. Representative Licence

The Representative is an individual employed by, or acting for:

.....

H. Responsible person/chief employee/director details

To obtain a Securities Industry Licence, the applicant must show that it has one or more responsible persons resident in Fiji with the necessary competence to provide the services under the Securities Industry Licence. A responsible person must be a natural person resident in Fiji and in the case of an individual applicant, must be the individual applicant.

H1. Address

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

Level/Office building

Street number and street

Town/City

Island

H2. Relationship to the applicant

What is the relationship of the responsible person/chief employee to the applicant?

☐ Individual applicant (same person as the applicant)

☐ Employee

Name of position

.....

☐ Director

☐ Secretary

☐ Owner

H3. Qualifications and skills

Does the responsible person/chief employee hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person/chief employee a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

H4. Suitability

Has the responsible person/chief employee at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee held an approval to operate a Securities Exchange or Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person/chief employee have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person/chief employee resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

H5. Directors

If the applicant is a company, a list of the directors and details of each director's experience must be provided as an annexure.

H6. Suitability of Directors if the applicant is a company

Has any Director of the applicant at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has any Director of the applicant been a Director of a company which has been denied a Securities Industry Licence?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has any Director of the applicant been a Director of a company holding a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

I. Declaration of responsible person/chief employee

I have been appointed as the responsible person/chief employee of the applicant named in this application.

Signature of responsible person/chief employee

Name

Position

Date of appointment / /

Signature

J. Declaration of applicant**Signature of applicant**

I/We apply for a Securities Industry Licence on the basis of the information in this form and any attachments. We declare the information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Position

Date signed / /

☐ **Company**

Company name

Company number (if applicable)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Agent for individual or company**

Agent name

Signature

Date signed / /