

REQUIREMENTS FOR REGISTRATION AS A LINKED INVESTMENT SERVICE PROVIDER

An application for registration in terms of Section 4 (1) (f) of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) (“the Act”) as a financial institution that packages, distributes and administers a broad range of unit trust based investments with the primary purpose of providing the investor with access from a single point of view, to various investment products (commonly referred to as Linked Investment Service Provider) must comply with the requirements and be accompanied by the information and documentation set out herein:

A. Requirements for approval

The applicant is required to:

1. Register a Namibian public or private company with the Companies Registration Office (Ministry of Industrialisation, Trade and SME Development);
2. Lodge with the Registrar of stock exchanges an application for approval in the manner provided in the Application Form;
3. Employ or have start-up capital of N\$250,000 immediately available for employment in the business;
4. Open and maintain an operational bank account with a banking institution registered in Namibia;
5. Appoint an auditor, who qualifies in terms of section 42 of the Act;
6. Appoint a banking institution registered in Namibia as a Custodian;
7. Provide information and documentation as listed in Section B; and
8. Comply with on-going obligations as set out below in Section C.

B. Information and documentation

The applicant is required to provide the following information and or documentation:

1. Full name of the applicant;
2. All company registration documents that pertains to the applicant as incorporated in Namibia either as a public company or a private company;
3. Tax certificate;
4. Date of financial year-end;
5. Address in Namibia: registered, postal and business address;
6. Telephone, fax, e-mail, website (if any);
7. Completion of Fit and Proper Forms for Legal and Natural (Key) Persons;
8. Submit a valid Certificate of Conduct issued by the Police for all Key Persons;
9. Details of the proposed Portfolio Manager:
 - a) curriculum vitae;
 - b) certified copy of identification;
 - c) certified proof of Namibian citizenship or permanent residence;
 - d) certified copies of qualifications (minimum required Bachelor Degree in Financial Management, or Economics, or Accounting);
 - e) working experience (minimum 3 years in investment management industry at a middle management position);
 - f) 3 recent written references; and
 - g) Submit a valid Certificate of Conduct issued by the Police.
10. A copy of the specimen mandate to be used in the administration of investments;
11. A copy of the Business Plan (including details of systems in place and business structure);
12. A copy of the latest audited annual financial statements or projected financial statements for three (3) years;
13. A copy of any Service Level Agreement(s);
14. A report from the auditor or accountant of the applicant confirming that the applicant has the necessary and appropriate financial systems and controls in operation for the purposes of performing the required function(s).

15. Details of banking institution registered in Namibia where the applicant will keep accounts (operational or trust accounts): name of bank, account number, account name and branch name;
16. Details of appointed custodian;
17. Details of nominee companies;
18. A description of the procedures that will be followed in the fulfilment of the functions applied for;
19. Provide details of the type of information technology systems that will be used;
20. Provide information on how the applicant will fund the operations relating to the functions applied for;
21. A copy of the organogram reflecting the following:
 - Allocated responsibilities to the different staff members regarding all the functions of the application;
 - Details of the experience of the staff and management that will be fulfilling the function of the application; and
 - Number of staff members currently employed by the applicant.
22. Board resolution authorizing the applicant's representative to apply for approval on behalf of the applicant; and
23. Registration fee of N\$5,000.00, non-refundable payable upon submission of the application.

Notice: 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.

C. Continuing obligations

The applicant is obliged to comply with on-going obligations:

1. Pay levies (basic and additional) when due and payable;
2. Complete and submit Statutory and Levy Returns, in a manner determined by the Registrar, on or before the given due date;
3. Submit a full composition of investments under administration with quarterly returns;
4. Submit a copy of the audited annual financial statements within three (3) months from the date of the financial year-end;
5. Notify the Registrar of any change relating to: name, registered or business address, shareholders, directors, or any requirements in terms of which the applicant was approved, within 30 days of such change; and
6. Generally, comply with any regulations or conditions that the Minister may issue by notice or with any directives or circulars that the Registrar may issue from time to time.