

# **FINANCIAL SERVICES COMMISSION**

## **GUIDE TO COMPLETING THE APPLICATION FORM FOR A CATEGORY TWO GLOBAL BUSINESS LICENCE**

Last Updated on: 3 January 2003

## INTRODUCTION

The Financial Services Commission (“FSC”) was established by the Financial Services Development Act, 2001 (“FSD Act”).

The FSC is responsible for licensing, regulation monitoring and supervising the conduct of business activities in the non-banking sector of the financial services industry in Mauritius – which includes *inter alia*, the Global Business Companies conducting Qualified Global Business from within Mauritius.

This booklet is part of a series entitled “Guide To .....”. The general object of these booklets is to provide a simple overview of certain topics and matters that are relevant to the work of the FSC. The object of this booklet in particular is to assist those who are in the process of submitting an Application for a Category 2 Global Business Licence. Where additional information is required, readers should refer to any officer of the FSC who will be pleased to assist in any way possible. This booklet should be read in conjunction with the Application Form for a Category 2 Global Business Licence.

All communication to the FSC should be addressed as follows:-

The Chief Executive  
Financial Services Commission  
4<sup>th</sup> Floor, Harbour Front Building  
John Kennedy Stret  
Port Louis  
Tel: 210 7000 (32 Lines)  
Fax: 208 7172

## NOTES ON COMPLETING THIS FORM

1. Application for a Global Business Licence (Category 2) under section 20(2) of the FSD Act must be made on the Approved Form.
2. No application for a Global Business Licence (Category 2) will be accepted by the FSC unless submitted by a Registered Agent.
3. Applicants and Registered Agents are advised to read carefully the “FSD Act” and other relevant legislation and/or Guidelines issued thereunder before completing and submitting an application to the FSC.
4. The completed Application Form and supporting documents may be submitted in either English or French. If supporting documents are in any other language, they should be translated into either of these languages before submission. A qualified translator<sup>2</sup> should certify that the translation is true and faithful.
5. Applications may be typed or printed. If printed, BLOCK CAPITALS should be used. A duly authorised officer of the Registered Agent must sign the completed Application Form. A photocopied or facsimile signature is not acceptable.
6. All questions must be answered on the basis of the information that is known by the Registered Agent at the time of submission. Where the information is not available, the Registered Agent should say so. **No question should be left unanswered.**
7. Where the Applicant and/or the Registered Agent believes that a question does not apply, the Applicant and/or the Registered Agent should write “Not Applicable”. **No question should be left unanswered.**
8. All Application Forms must be accompanied by the following:
  - 8.1 a Covering Letter (see page 4);
  - 8.2 the appropriate fees for processing and licensing. (*Cheques should be made payable to the ‘Financial Services Commission’*);
  - 8.3 a Certificate from a Law Practitioner (*NB: Without this Certificate, the Application shall have no effect. (Section 20(2)(b) of FSD Act)*);
  - 8.4 supporting documents (if any).
9. The Applicant and/or Registered Agent should inform the Commission of any changes in the information provided (e.g. concerning the ownership, structure and activities of the Applicant) as soon as the Applicant and/or Registered Agent becomes aware of the change.
10. The FSC will give as much general assistance as possible concerning the application process. However, professional advice should be sought if and when necessary.
11. The information provided as part of the application process may give rise to additional questions and requirements. Accordingly, the FSC may require the Applicant and/or Registered Agent to give such further information as may be necessary to determine whether or not a licence should be issued.
12. Ordinarily, in respect of the key documents, photocopies or documents submitted by facsimile will not be acceptable. Exceptionally – and by previous arrangement only – photocopies or fax copies may be acceptable subject to the original being made available within an agreed time frame.
13. Where insufficient room has been left in the Application Form to answer questions fully, the Applicant and/or Registered Agent should use additional sheets – suitably cross referenced to the relevant question.
14. Completed Application Forms and accompanying documents (see 8 above) should be submitted to The Chief Executive at the address shown on Page 2.
15. For further information on any word marked with superscript 1 or 2, please refer to page 5 of this Guide.

## COVERING LETTER

Every Application must be supported by a Covering Letter addressed to the Financial Services Commission by the Applicant's Registered Agent. The template provided below should be used for that purpose.

Date:.....

To: The Chief Executive  
Financial Services Commission

In terms of section 20(2) of the FSD Act 2001, we hereby apply on behalf of the Applicant for a Category 2 Global Business Licence to conduct qualified global business activities from within Mauritius.

We apply on the basis of the information supplied within the Application Form and on the basis of further information attached or which may be provided in response to requests that may be made by the FSC.

We confirm:

- a. that having made all reasonable enquiries and having conducted all due diligence checks that we considered appropriate, the information supplied is, to the best of our knowledge and belief, accurate in all material respects and does not exclude any information which might reasonably be considered relevant;
- b. where the Applicant is a corporation that has been formed already, its financial position shown in the audited accounts and/or other financial statements has not materially changed since the date thereof except to the extent (if any) disclosed in the Application;
- c. that, if a licence is granted, the Applicant shall conduct only that business for which it is licensed - unless otherwise authorised by the FSC;
- d. that the Applicant will comply with the laws of Mauritius and with the laws of the jurisdiction where the qualified global business will be carried out and in particular will not undertake any licensable activity anywhere without the appropriate authorization;
- e. that the Applicant will comply with and be bound by all the terms of the standard licence conditions for financial services (as may be listed in any Guidelines or other document as may be issued by the FSC from time to time) and/or any other special terms and conditions attached to the licence;
- f. that the Applicant will notify the FSC of any further information which is relevant to the Application and of any material changes in the information forming part of this Application (or its supporting documents) which comes to the Applicant's attention during the period in which this Application is being considered or at any time thereafter.

## **NOTES RELEVANT TO PARTICULAR QUESTIONS**

### **(Words Marked In The Application Form/Guide With Superscript 1)**

Declaration	An authorised officer of the Registered Agent (duly appointed by the Applicant) must sign the Declaration;
Know Your Client	See Annex on page 6;
Directors	The Applicant must have at least one Director – who need not be ordinarily resident in Mauritius. Corporate Directors are allowed;
Qualified Global Business	The Applicant cannot conduct the following activities:  banking, insurance or reinsurance; financial services, fiduciary services or act as functionary in any investment company or any CIS; corporate services or nominee services or trusteeship services;
Beneficial owner	Ideally, the Applicant should identify the beneficial owner(s) - otherwise the FSC will accept the name(s) of the members. This is subject to the Registered Agent always having and retaining (at his registered office) full information on the identity of the beneficial owners – and to being willing to provide that information to the FSC upon request. By authorising the submission of this application, the Applicant undertakes to ensure that the Registered Agent has this information and is authorised to disclose it to the FSC as described above;

## **GLOSSARY**

### **(Words Marked In The Application Form/Guide With Superscript 2)**

Applicant	means the Corporation in whose name the licence will be issued. “Applicant” should not be interpreted to mean “Promoter” (the original shareholder) or the Registered Agent (who is merely the agent of the Applicant) who will submit the application on behalf of the Applicant;
Existing Applicant	means a company that has been incorporated or registered already under the Companies Act 2001;
Address	means the permanent, residential address. Please note that the address required is not the postal address so a P.O. Box number is not acceptable;
Beneficial Owner	means the ultimate owner;
Qualified Translator	means a person who has appropriate knowledge and experience in the language.

## ANNEX

### **KNOW YOUR CLIENT<sup>1</sup>**

It is the duty of a Management Company to “know” all clients adequately. Before a new client is accepted, the Management Company must carry out such vetting procedures on beneficial owners<sup>1+2</sup>, promoters, controllers, directors or shareholders of an applicant company as may be appropriate. (In this context, a controller is defined as meaning in relation to a body corporate, a person who either alone or with any associate or associates, is entitled to exercise or control the voting power at any general meeting of that body corporate or another body corporate of which it is a subsidiary). Detailed records of due diligence undertaken must be retained on file together with copies of all relevant documentation. Ordinarily, a copy of the material pages of the passport of relevant individuals should be obtained, together with further relevant documentation evidencing residence status as may be appropriate. The Management Company (“MC”) should obtain from clients, relevant information about the circumstances and investment objectives – and such other information as might reasonably be expected to be relevant in enabling the MC to fulfill its responsibilities. Ordinarily, the FSC will only want to ensure that appropriate due diligence has been undertaken without requiring copies – which will only be necessary where prudential reasons dictate that copies should be obtained.

An introduction by an overseas introducer, does not of itself constitute adequate vetting. The MC must satisfy itself about the Fitness and Propriety of the introducer. This should be based on actual experience demonstrating that the overseas introducer should be treated as a trusted professional source.

Potential clients from an unsolicited source (e.g. press advertising) must be carefully vetted before being accepted as clients.

Deliberate concealment of a nominee structure by an MC will be regarded as a serious scenario – and as such may be a matter for disciplinary action. The MC should seek to probe further where it is known or where it ought to be known that the structure proposed conceals a nominee arrangement.