

GUIDELINE ON AUTHORIZATION OF REPRESENTATIVE OFFICES IN KENYA

CBK/PG/17

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PART I: PRELIMINARY

1.1. Title – Guideline on Representative Office

1.2 Authorization - This Guideline is issued under Section 33(4) of the Banking Act, which empowers the Central Bank of Kenya to issue guidelines to be adhered to by institutions in order to maintain a stable and efficient banking and financial system.

Section 43 of the Banking Act empowers the Central Bank to authorize a bank or financial institution incorporated outside Kenya which does not propose to transact banking or financial business in Kenya to establish a Representative Office in Kenya.

1.3 Application—This Guideline applies to foreign banks or financial institutions incorporated outside Kenya that have established or that intend to establish a Representative Office in Kenya as well as Representative Offices already established in Kenya by such foreign banks or financial institutions.

1.4 Definitions – The terms used in this Guideline are as defined in the Banking Act (Cap. 488). Other terms used in this guideline shall be taken to have the meaning assigned to them hereunder:

1.4.1 “Applicant” means the Head Office of the foreign bank or foreign financial institution applying to open a Representative Office in Kenya.

1.4.2 “Foreign bank or foreign financial institution” means the foreign bank or the foreign financial institution applying to, or authorized to open a Representative Office in Kenya.

1.4.3 “Authority” means the authority issued by the Central Bank of Kenya, allowing the Applicant/authorized institution to open and operate a Representative Office in Kenya.

1.4.4 “Relevant Authority” means the applicant’s supervisory authority in the applicant’s country of incorporation, or in the country in which the Applicant maintains its Head Office.

1.4.5 “Representative Office” means the Office in Kenya which represents a foreign bank or foreign financial institution.

PART II: STATEMENT OF POLICY

2.1 Purpose

2.1.1 The purpose of this guideline is to provide information and guidance to foreign institutions seeking to secure an authority to open and operate a Representative Office in Kenya.

- 2.1.2 The guideline is also intended to provide a broad framework, direction and guidance on the establishment, operation and closure of Representative Offices in Kenya.

2.2 Scope

- 2.2.1 This guideline provides direction to foreign institutions intending to open Representative Offices in Kenya on the conditions they must fulfill to be granted an authority to open and operate such an office.
- 2.2.2 This Guideline applies to all Representative Offices in Kenya which have been authorized under the Banking Act.

2.3 Responsibility

- 2.3.1 It is the responsibility of a foreign institution proposing to establish a Representative Office in Kenya to ensure compliance with this Guideline.
- 2.3.2 It is also the responsibility of authorized Representative Offices operating in Kenya to ensure compliance with this Guideline.

PART III: SPECIFIC REQUIREMENTS

3.1 Prohibition

- 3.1.1 A foreign institution shall not open or operate a Representative Office in Kenya unless it has obtained prior authority from the Central Bank of Kenya for such purpose.
- 3.1.2 Every Representative Office authorized under the Banking Act shall conduct activities in accordance with the terms of the Authority granted to it under the Banking Act and this Guideline.
- 3.1.3 A representative office shall not establish additional offices, branches, or outlets within the jurisdiction without the prior written approval of the Central Bank.

3.2 Authorization Requirements

Authority shall not be granted to an Applicant to open and operate a Representative Office unless the Applicant meets the following conditions:

- 3.2.1 The Applicant should be an institution incorporated outside Kenya;
- 3.2.2 The Applicant should be authorized by the relevant supervisory authority in the country of origin to conduct the business of an institution;
- 3.2.3 The Applicant and/or the head office of the Applicant should be directly subject to the supervision and examination of the relevant authority in the country of origin as per the laws of that country;

- 3.2.4 The license of the Applicant in its country of origin should be valid as at the time of application;
- 3.2.5 The Applicant should have completed a period of no less than five (5) continuous years of conducting the business of an institution in the country of origin or the head office;
- 3.2.6 The relevant authority, to whose supervision the Applicant is subject, should exercise the required control on the banking and/or financial system in the country of incorporation of the Applicant;
- 3.2.7 The relevant authority should issue an approval or no-objection letter to the Foreign Financial Institution proposed opening of a Representative Office in Kenya;
- 3.2.8 The Applicant should undertake to fully comply with the laws, regulations, and guidelines applicable in Kenya and any directions or instructions issued by the Central Bank of Kenya;
- 3.2.9 The Applicant should undertake to share with the Central Bank (for examination) all relevant information relating to the proposed Representative Office as the Central Bank may require;
- 3.2.10 Every Applicant shall designate a Chief Representative Officer (CRO Designate) who shall manage the proposed Representative Office once approval is granted, and serve as the main liaison between the Central Bank and the Applicant. Prior to assumption of duties, the CRO Designate will be vetted by the Central Bank to determine whether or not the said nominee is fit and proper, as per the Central Bank's criteria, to serve in the proposed capacity; and
- 3.2.11 In deciding whether or not to grant or deny the Applicant Authority, the Central Bank may take into consideration any matters related to the financial position of any other party related to the Applicant.

A representative office of a foreign institution is not subject to minimum capital or assigned capital requirements under these guidelines. The only financial obligation is the payment of the annual authority fee as prescribed by the Central Bank of Kenya.

PART IV: APPLICATION PROCEDURES

4.1 Forwarding the Application:

- 4.1.1 Foreign institutions wishing to obtain authority to open and operate a Representative Office in Kenya should write formally to the Central Bank notifying the Bank of their said intention. Alongside the notification letter, the Applicant should submit a completed "Application for Authority to Establish a Representative Office of a Foreign Bank or Financial Institution" Form CBK/RO 1-1 as well as "Fit and Proper" forms for the Designated Chief Representative Officer, proposed managers and senior officers for the proposed Representative Office (Form CBK/RO 1-2). The Applicant should also submit all additional documents as specified in Part 4.2 below. The forms for completion have been

prepared as part of this Guideline and hard copies may be obtained from the Bank Supervision Department, Central Bank of Kenya or may be accessed on the Central Bank of Kenya website at www.centralbank.go.ke.

- 4.1.2** All applications duly completed including the additional information specified in Part 4.2 below should then be submitted to the Director, Bank Supervision Department, Central Bank of Kenya, P.O. Box 60000-00200, Nairobi. at least ninety (90) days prior to the proposed date of commencing operations.

4.2 Information Required

The Applicant should submit the following documents together with the duly completed application form:

- 4.2.1 Notarized copy of the Certificate of Incorporation of the foreign institution proposing to open the Representative Office;
- 4.2.2 Notarized copy of the Articles and Memorandum of Association of the foreign institution proposing to open the Representative Office;
- 4.2.3 The names of the principal shareholders of the foreign institution and their respective percentage holdings;
- 4.2.4 A complete list of the Applicant's Board of Directors and Chief Executive Officer;
- 4.2.5 A notarized extract of the minutes of the Applicant's Board meeting passing the resolution to establish the proposed Representative Office in Kenya;
- 4.2.6 A statement identifying the kind of business intended to be conducted through the proposed Representative Office as well as the intended objectives of the Representative Office;
- 4.2.7 The name and full contact details of the relevant monetary or supervisory authority to whom the Applicant is subject;
- 4.2.8 A notarized copy of the Applicant's valid licence to conduct banking business as issued by the home supervisor;
- 4.2.9 Certified copies of the statement of financial position and statement of comprehensive income for each of the three most years immediately preceding the date of the application;
- 4.2.10 If the applicant has links to or forms part of a larger group (either as parent company, subsidiary, joint venture or Associate Company) a detailed chart giving the entire group structure and respective shareholdings between members of the group;
- 4.2.11 A feasibility study of the future operations and development of the business for a minimum period of three years from the date of the application;
- 4.2.12 Proposed organization structure for the Representative Office;
- 4.2.13 In respect of the CRO Designate and every proposed senior officer in the Representative Office, the following submissions are required:

- A notarized copy of the nominee's valid passport (for foreign nationals).
- A certified copy of a national identity card (for Kenyan citizens).
- An up-to-date and detailed curriculum vitae.
- Copies of the nominee's academic and professional certificates; these should be duly *certified* where the issuing authority is located within the Republic of Kenya; certificates and other related documents issued by foreign authorities should be duly *notarized*.
- Copies of any testimonials available duly certified or notarized as the case may be.
- Names and full contact details of at least three independent personal referees who should have known the applicants for at least five years.
- The curriculum vitae of the CRO Designate and every senior officer who is likely to take part in decision making at the Representative Office; these should be accompanied by copies of all supporting documents duly certified/notarized as the case may be.

4.2.14 A non-refundable application fee payable as specified in paragraph 4.1.3 above.

All submitted documents should be in the English language. Certified English translations should be provided for all submissions originally expressed in a language other than English. Translation certificates should be attached to the translated documents and should state, as a minimum:

- the name(s) and qualification(s) of the translator.
- that the translator understands the language in which the original versions of the documents in question have been prepared, and
- the translation is true, accurate, and correct to the best of the named translator's knowledge and ability.

The certificate should preferably be made under oath or notarized to provide assurance of its validity. The Central Bank reserves the right to request additional information, statements or documents as it shall deem necessary for purposes of determining an application.

4.3 Competence of Chief Representative Officer/Senior Officer

The CRO and senior officers of the Representative Office should be and remain qualified for their positions including through ongoing training and Continuous Professional Development (CPD). They should have a clear understanding of their roles and responsibilities, and be able to exercise sound and objective judgment in the conduct of the operations of the Representative Office.

4.4 Name of Representative Office

- 4.4.1 In processing an application by a foreign institution to open a Representative Office in Kenya, the Central Bank shall have the right to object to the name under which the prospective Representative Office proposes to operate in Kenya if the Central Bank deems such name to be inappropriate, ambiguous, potentially misleading or confusing to the public.
- 4.4.2 Where the name proposed for a prospective Representative Office is deemed by the Central Bank to be inappropriate, ambiguous, potentially misleading or confusing to the public, the Central Bank shall notify the concerned foreign institution, in writing, of its objection to the name proposed and request that the foreign institution reconsider the said name.
- 4.4.3 Where the Central Bank objects to a proposed name and requests an applicant institution to reconsider the name, the Central Bank shall not process the application in question any further unless and until the concerned institution has advised the Central Bank, in writing, of a revised name for the proposed Representative Office. The revised name submitted should be acceptable to the Central Bank, as advised by the Bank in writing.
- 4.4.4 The Central Bank shall have the right to object to the name under which an authorized Representative Office operates if, in the opinion of the Central Bank, the concerned foreign institution undergoes such a fundamental change or changes in its status or in the nature of its business, that would render the continued use of its existing name in Kenya misleading or confusing to the public.
- 4.4.5 The name by which a Representative Office of a foreign institution operates, as rendered in its Authority as issued by the Central Bank, cannot be changed without the prior written approval of the Central Bank.

4.5 Processing of Application

- 4.5.1 Upon receipt of an application in the prescribed Form together with the attachments, Central Bank of Kenya will appraise the application.
- 4.5.2 The Applicant may, if the need arises, be invited for an interview while the request for an authority to open and operate a Representative Office in Kenya is being assessed.

4.6 Issuance or Denial of Approval –in-Principle

- 4.6.1 Where the Central Bank of Kenya is satisfied that the necessary conditions stipulated in paragraph 4.2 above have been met, a letter of intent conveying approval-in-principle for the establishment of the proposed Representative Office will be issued to the Applicant.
- 4.6.2 The approval-in-principle shall constitute consent from the Central Bank to the Applicant to proceed and set up the proposed Representative Office by making

all necessary arrangements in preparation for commencement of operations. These arrangements shall include identification of a suitable operating premises, information systems and staff.

4.7 Proposed Operating Premises

- 4.7.1 Upon identification and preparation of suitable operating premises, the Applicant shall invite the Central Bank to conduct an on-site inspection of the premises. This will be based on the inspection checklist, FORM CBK/RO 1-3.
- 4.7.2 Upon a satisfactory on-site inspection of the proposed premises, the Central Bank will advise the applicant in writing as to whether or not the proposed premises are suitable for the conduct of operations.
- 4.7.3 No Representative Office shall commence operations at its proposed operating premises prior to obtaining approval from the Central Bank.
- 4.7.4 An institution authorized to operate a Representative Office in Kenya may, upon notifying the Central Bank in advance, and subject to such other directions as the Central Bank may issue, including payment of the prescribed fee, open more than one outlet in Kenya.

4.8 Annual Authority Fees

- 4.8.1 Every Applicant shall, prior to issuance of the requested Authority to operate the proposed Representative Office, pay the requisite annual authority fee to the Central Bank as required under the Banking (Fees) Regulations specified in the Fourth Schedule to the Banking Act. The prescribed fee is payable in full in respect of every calendar year or part thereof in which the Authority remains in force. Issuance of initial authority to new applicants is subject to payment of the full annual fees prescribed. Existing Representative Offices are required to pay their annual fees at least 90 days prior to the commencement of the calendar year to which the fee pertains. In the event of non-payment, the Central Bank reserves the right to impose such conditions on the applicant or existing Representative Office as the Central Bank considers necessary, including the withholding of initial issuance or revocation of authority as the case may be.

4.9 Issuance/Denial of Final Authority

- 4.9.1 Where the Central Bank of Kenya is satisfied that all the necessary requirements stipulated in this Guideline have been met, an Authority for the establishment of the proposed Representative Office will be issued to the Applicant, upon which the proposed Representative Office may commence operations.
- 4.9.2 An authority to open and operate a Representative Office shall remain valid unless revoked by the Central Bank for reasons to be given to the affected institution in writing, or on voluntary request for revocation by the authorized institution.

- 4.9.3 An authority to open and operate a Representative Office shall be considered to have lapsed if the Applicant fails to commence operations within one year of the Central Bank granting its approval.
- 4.9.4 The Applicant shall be required to submit a fresh application if it wishes to establish a Representative Office at a future date.
- 4.9.5 Where the Central Bank of Kenya is not satisfied that all the necessary conditions have been met or for good cause to be shown in writing, a letter declining the establishment of a Representative Office will be issued to the Applicant.

PART V: REPRESENTATIVE OFFICE ACTIVITIES

5.1 Permissible Activities

A Representative Office may engage in the following activities:

- 5.1.1 Representing the foreign institution in marketing and liaison activities in Kenya.
- 5.1.2 Promoting its services in Kenya through marketing and liaison role.
- 5.1.3 Providing its Head Office with information regarding the economic developments in the country and region.
- 5.1.4 Providing its customers with information regarding the local market.
- 5.1.5 Providing information to any local party which intends to develop its activities in countries where the foreign institution operates in.
- 5.1.6 Providing its customers with banking, financial and other relevant advice but not deposit taking.
- 5.1.7 Facilitation of account opening strictly on a liaison basis, including provision of information, guidance on documentation, and transmission of customer applications to the parent bank, without undertaking account approval, KYC related decision making, or account operation.
- 5.1.8 Providing its customers with the requisite documentation as required by the foreign institution to facilitate transactions, as well as providing document authentication and validation services.

5.2 Prohibited Activities

A Representative Office operating in the country is prohibited from:

- 5.2.1 Conducting any business activities other than those mentioned in Clause 5.1 above; Accepting deposits in any form whatsoever;
- 5.2.2 Undertaking account opening activities, including approval, creation, or maintenance of customer accounts, which are functions reserved exclusively for the parent bank and not permitted for the Representative Office. Extending loans or advances to any party whatsoever;

- 5.2.3 Performing and/or participating in any other normal banking operations, such as issuing Letters of Guarantee, opening Letters of Credit, in its own name; and
- 5.2.4 Dealing in foreign currencies and securities.

5.3 Dealings with Resident Banks

The Representative Office may open accounts in its name with banks operating in the country. Such accounts should however be used solely for the payment of its administrative expenses.

5.4 Other Obligations

The foreign institution and its authorized Representative Office in the country shall ensure that they strictly adhere to the following:

- 5.4.1 Indicating clearly the expression “Representative Office” alongside the commercial name under which it conducts its business in Kenya as well as in all advertisements and official papers used by the Representative Office.
- 5.4.2 Management of its business by persons approved by the Central Bank.
- 5.4.3 Conducting the business activities mentioned in clause 5.1 above at appropriate premises, approved by the Central Bank.
- 5.4.4 Refraining from conducting any unauthorized business at the approved premises.
- 5.4.5 Not to relocate or close its premises without the prior written approval from the Central Bank.
- 5.4.6 Notify the Central Bank immediately of any principal changes relating to the status of the foreign institution.
- 5.4.7 Notify the Central Bank of any changes to the Chief Representative Officer or Senior Officers. Such notification should be accompanied by the relevant application and fit-and-proper documentation, submitted within 30 days of the appointment.
- 5.4.8 Submit to the Central Bank, within ten days after the end of every quarter, quarterly return (CBK/PR/RO/04) detailing activities undertaken by the Representative Office during the quarter.
- 5.4.9 Obtain such other relevant licenses or approvals from the concerned authorities to enable the Representative Office to conduct its business. Such licenses or approvals should be restricted to conducting the business of Representative Offices only; the Representative Office should provide the Central Bank with copies of the same as soon as these are obtained from the concerned authorities.
- 5.4.10 Comply with all prevailing laws in the country.

5.5 Supervision

The Central Bank shall have the right to examine the activities of the Representative Office whenever it so deems it necessary.

PART VI: CANCELLATION OR RESTRICTION OF AUTHORITY

6.1 Cancelling, Restricting or Changing an Authority

The Central Bank may at any time vary, restrict, revoke, withdraw or cancel an authority granted to a Representative Office:

- 6.1.1 upon a request by the foreign institution, after fulfilling such conditions as may be specified by the Central Bank for this purpose.
- 6.1.2 if the foreign institution or the Representative Office breaches any of the obligations herein on any of the terms of the authority.
- 6.1.3 if the Representative Office of foreign institution violates the provision of this Guideline or the provisions of the Banking Act or Central Bank of Kenya Act or any other Guideline, directive or Circular issued by the Central Bank or if it engages in illegal activities.
- 6.1.4 if the Central Bank is provided with false, misleading or inaccurate information by or on behalf of the foreign institution or the Representative Office.
- 6.1.5 if a winding up order or an order of liquidation is issued by the concerned judicial authority in the country of origin against the foreign institution or against any of its principal owners; or if a court receiver, liquidator or any other similar officer is appointed on its business in that country.
- 6.1.6 if the Representative Office does not commence operations within one year of the date of issuance of authority, or such longer period as may be prescribed by the Central Bank.
- 6.1.7 if the Representative Office suspends its operations for 3 consecutive months.

PART VII: CLOSURE/WINDING UP OF REPRESENTATIVE OFFICES

A Representative Office seeking to cease operations in Kenya, shall notify the Central Bank of Kenya through a formal letter addressed to the Director, Bank Supervision Department, requesting approval for closure.

As a prerequisite for consideration of the application, Central Bank shall require the Representative Office to fulfil the following conditions:

- i). Submission of the Representative Office's final quarterly return.
- ii). Confirm whether there are any pending liabilities in respect of the Representative Office or its operations.

- iii). Notify the Registrar of Companies on termination of the Representative Office's operations in Kenya.
- iv). Notification of the general public on the intended closure in a newspaper of nationwide circulation for general public information (once the Representative Office has informed CBK on the intended date of the publication).

Once CBK establishes that the institution has substantially fulfilled the above conditions, CBK will give a no objection to the closure of the Representative Office. The Representative Office will be required to :-

- i). Formally surrender the original Certificate of Authorization to CBK.
- ii). Submit a copy of notification and surrender of compliance certificate to the Registrar of Companies on termination of the Representative Office's operations in Kenya.
- iii). Providing evidence of notification to, and deregistration (or equivalent filing) with, the Registrar of Companies.
- iv). Submit a written confirmation of closure of the Representative Office's operating premises.
- v). Publish a notice of closure in a newspaper of nationwide circulation for public information.

As part of the process of closure, the Central Bank will:

- i). Issue a press release on withdrawal of the Representative Office's Authority and termination of the Representative Office's operations.
- ii). Remove the Representative Office details from the list of authorized Representative Offices on CBK's website.

PART VIII: REMEDIAL MEASURES

8.1 Remedial measures

Where any provision of this Guideline is breached or not observed, the Central Bank may pursue any or all of the remedial actions provided for under the Banking Act.

PART IX: EFFECTIVE DATE

9.1 Effective Date - The effective date of this Guideline shall be 1st January 2027.

9.2 Supersedence – This Guideline supersedes and replaces Prudential Guideline No. **CBK/PG/17** on Representative Offices issued on January 1, 2013.

ENQUIRIES

Enquiries on any aspect of this guideline should be referred to:

The Director,

Bank Supervision Department

Central Bank of Kenya

P. O. Box 60000 - 00200

NAIROBI

TEL.2860000

e-mail: *fin@centralbank.go.ke*

**APPLICATION FOR AUTHORITY TO ESTABLISH A REPRESENTATIVE OFFICE
OF A FOREIGN BANK OR FINANCIAL INSTITUTION**

- NB:** (a) Read the declaration on Section 16 below before completing this form.
(b) In case the space provided is inadequate, use additional paper.
(c) This form should be submitted, duly completed, accompanied by the complete set of documents prescribed under Paragraph 4.2 (*Information Required*) of the Guideline on Authorization of Representative Offices in Kenya (CBK PG/17).

A. DETAILS OF PARENT INSTITUTION

1. Name of the institution
.....
2. Type of business
3. Full address
4. Date and country of incorporation
.....
 - i. Branch offices
 - ii. Former name(s) by which the institution has been known
.....
 - iii. Has the institution been denied authority by any supervisory body or Government to carry on any business activity in Kenya or elsewhere? If so, give particulars
.....
.....
 - iv. Is an inspector or other authorised officer of any Government Ministry, Department or Agency, Professional Association or other regulatory body investigating or has such an investigation ever previously taken place into the affairs of the institution? If so, give particulars
.....
.....
.....
 - v. Has the institution been refused entry in Kenya or elsewhere to any professional body or trade association concerned with banking or financial activities or decided not to apply for entry after making an approach?.....If so, give particulars.....

5. Has the institution been put under receivership or made any compromise or arrangement with its creditors in the past or otherwise failed to satisfy creditors in full?..... If so, give particular.....

B. DETAILS OF REPRESENTATIVE OFFICE IN KENYA

6. Physical address of the office LR No.
Building.....Street
Town.....
Postal address:
.....
Telephone Numbers:

- 7 (a) Names, designations and qualifications of the designated Chief Representative Officer for the Kenya office.....
.....
.....
.....
.....

- (a) Names, designations and qualifications of the senior officers to operate the Kenya office

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

- (c) Number and designation of other staff

8. Type of services to be offered by the Kenya Office
.....
.....
9. Do you plan to change the status of the proposed place of business? If yes, state purpose of proposed type of status and when.....
10. Proposed date of commencing operations.....

11. CONSENT FOR VERIFICATION OF INFORMATION

I hereby authorize the Central Bank of Kenya and any other person appointed or authorized by the Central Bank of Kenya, to contact and obtain any information (personal or otherwise) concerning or relating to me from any referee, present or former employer, or any other person, institution or entity for the purpose of verifying the information provided in this application or for any other lawful purpose.

I further consent to the disclosure of any information by such referee, present or former employer, or any other person, institution or entity to the Central Bank of Kenya or its appointed nominee or agent as may be necessary for the proper determination and/or assessment of this application.

This consent shall remain valid throughout the period of my engagement with the Central Bank of Kenya and any institution licensed by the Central Bank of Kenya under any written law, and even after termination of my engagement with the Central Bank of Kenya or an institution licensed by the Central Bank of Kenya.

Applicant's Declaration

I, the undersigned, hereby confirm that I have read and understood the meaning and implication of Clause 6 above and do hereby voluntarily give my informed consent for the sharing and disclosure of my personal information and/or data as aforesaid.

NAME.....POSITION HELD.....

DATED..... AT..... THIS DAY OF.....

SIGNED..... (Applicant)

12. DECLARATION BY CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR

I am aware that it is an offence to knowingly or recklessly provide any information, which is false or misleading in connection with an application for an authority. I am also aware that omitting material information intentionally or intentionally shall be construed to be an offence and may lead to rejection of my application.

I certify that the information given above is complete and accurate to the best of my knowledge, and that there are no other facts relevant to this application of which the supervisory authority should be aware.

I undertake to inform the supervisory authority of any changes material to the applications which arise while the application is under consideration.

Name of Managing Director/Chief Executive Officer

DATED..... AT..... THIS DAY OF.....

SIGNED..... (Applicant)

(This declaration must be signed in the presence of the witness named below)

WITNESSED BEFORE ME:

COMMISSIONER FOR OATHS/MAGISTRATE

Name:

Signature.....

Address:

Date and Stamp.....

CRITERIA FOR DETERMINING PROFESSIONAL AND MORAL SUITABILITY OF PERSONS IN CONTROL OF INSTITUTIONS LICENSED UNDER THE BANKING ACT

- NB:**
- (a) Read the declaration on Section 6 below before completing this form.
 - (b) In case the spaces provided are inadequate, use additional paper.
 - (c) This form should be submitted as prescribed, duly completed, accompanied by the complete set of documents prescribed under Part IV (*Information Requirements*) of the Guideline on licensing (CBK PG/01).

1. THE INSTITUTION

Name

Type

Proposed position.....

Reporting to

2. PERSONAL INFORMATION

a) Surname

Other Names

b) Previous Names (if any) by which you have been known:

.....

.....

Reasons for change of names.....

c) Year and Place of birth:

d) Nationality and how acquired.....

e) Personal Identification Number

f) i) Identification Card number and date of issue

ii) Passport number, place and date of issue.....

g) Postal Address:

h) Previous Postal Addresses (if any)

i) Physical Address.....

ii) Telephone numbers.....

i) Educational Qualifications

	Qualifications	Year Obtained	Institution	Examining Body	Grade Obtained

j) Professional Qualifications and years obtained
.....

	Qualifications	Year Obtained	Institution	Examining Body	Grade Obtained

k) Name(s) of your bankers during the last 5 years
.....
.....
.....
.....

l) Responsibilities of proposed position

--

3. EMPLOYMENT/ BUSINESS RECORD

Period	Name of Employer/ Business and Address	Position Held & Dates	Responsibilities	Reasons for Leaving (where applicable)

4. DESCRIPTION OF YOUR PAST AND CURRENT ACTIVITIES IN KENYA AND ABROAD

4.1 SHAREHOLDING (DIRECTLY OWNED OR THROUGH NOMINEES)

Company's Name	Date of Incorporation	Number of Shares held	% of Shareholding	Past Share - holding A	Past Share - holding B	Remarks
A: Refers to date of closure or surrender of shares B: Refers to reasons for closure or surrender						

4.2 DIRECTORSHIPS

Company's Name	Date of Incorporation	Executive or Non-Executive	Position held in case of Executive	Past Directorships C	Past Directorships D	Remarks
C: Refers to date of retirement / cessation D: Refers to reasons for retirement / cessation						

4.3 PROFESSIONAL BODIES

Name of body	Membership No.	Position Held (if any)	Position held in case of Executive	<u>Past Membership</u>		Remarks
				E	F	
E: Refers to date when membership ceased F: Refers to reasons for cessation of membership						

4.4 SOCIAL CLUBS

Club Name	Membership No	Position Held (if any)	Past Club Membership		Remarks
			G	H	
G: Refers to date of retirement, resignation or dismissal.					
H: Refers to reasons for retirement, resignation or dismissal.					

4.5 BORROWINGS

Name of Borrower*	Name of Lending Institution	Type of Facility	Amount Borrowed	Date of Offer	Terms of Facility	Security Offered	Value of Security	Current Outstanding Balance, KES	Remarks

**Applicant to indicate individual/personal as well as borrowings by associated private companies from lending institutions in which the applicant controls more than of 5% of equity.*

5. FIT AND PROPER ASSESSMENT QUESTIONNAIRE

- 5.1 Have you or any entity with which you are associated as director, shareholder or manager, ever held or applied for a licence or equivalent authorization to carry on any business activity in any country? If so, give particulars. If any such application was rejected or withdrawn after it was made or any authorization revoked, give particulars.
.....
.....
- 5.2 Have you at any time been convicted of any criminal offence in any jurisdiction? If so, give particulars of the court in which you were convicted, the offence, the penalty imposed and the date of conviction
.....
- 5.3 Have you, or any entity with which you have been involved, been censured, disciplined, warned as to future conduct, or publicly criticized by any regulatory authority or any professional body in any country?.....

- If so, give particulars.....
.....
- 5.4 Have you ever been disqualified, under any legislation or regulation from acting as a director or serving in a managerial capacity?
.....
.....
- 5.5 Have you, or has any entity with which you are, or have been associated as a director, shareholder or manager, been the subject of an investigation, in any country, by a government department or agency, professional association or other regulatory body? If so, give particulars.
.....
.....
- 5.6 Have you, in any country, ever been dismissed from any office or employment, or been asked to resign or resigned from employment or position of trust or fiduciary appointment, been subject to disciplinary proceedings by your employer or barred from entry of any profession or occupation because of questions about your honesty and integrity? If so give particulars
- 5.7 Have you ever been diagnosed as being mentally unfit or of unsound mind?.....
- 5.8 Have you failed to satisfy debt adjudged due and payable by you on order of court, in any country, or have you made any compromise arrangement with your creditors within the last 10 years? If so, give particulars.
- 5.9 Have you ever been declared bankrupt by a court in any country or has a bankruptcy petition ever been served on you? If so, give particulars.
.....
.....
- 5.10 Have you ever been held liable by a court, in any country, for any fraud or other misconduct? If so, give particulars
.....
- 5.11 Has any entity with which you were associated as a director, shareholder or manager in any country made any compromise or arrangement with its creditors, been wound up or otherwise ceased business either while you were associated with it or within one year after you ceased to be associated with it? If so, give particulars.....
.....
- 5.12 Are you presently, or do you, other than in a professional capacity, expect to be engaged in any litigation in any country? If so, give

particulars.....

.....

- 5.13 Indicate the names, postal and e-mail addresses, telephone numbers and positions of at least three individuals of good standing who would be able to provide a reference on your personal and professional integrity. The referees must not be related to you, and should have known you for at least five years.

	Name of Referee	Postal Address	e-mail address	Tel no. (s)	Position (where applicable)	Relationship with applicant
1						
2						
3						

- 5.14 Is there any additional information which you consider relevant for the consideration of your suitability or otherwise for the position(s) held/to be held? The omission of material facts may represent the provision of misleading information.

.....

- N.B.** The information given in response to this questionnaire shall be kept confidential by the supervisory authorities, except in cases provided for by law.

6. CONSENT FOR VERIFICATION OF INFORMATION

I hereby authorize the Central Bank of Kenya and any other person appointed or authorized by the Central Bank of Kenya, to contact and obtain any information (personal or otherwise) concerning or relating to me from any referee, present or former employer, or any other person, institution or entity for the purpose of verifying the information provided in this application or for any other lawful purpose.

I further consent to the disclosure of any information by such referee, present or former employer, or any other person, institution or entity to the Central Bank of Kenya or its appointed nominee or agent as may be necessary for the proper determination and/or assessment of this application.

This consent shall remain valid throughout the period of my engagement with the Central Bank of Kenya and any institution licensed by the Central Bank of Kenya under any written law, and even after termination of my engagement with the Central Bank of Kenya or an institution licensed by the Central Bank of Kenya.

Applicant's Declaration

I, the undersigned, hereby confirm that I have read and understood the meaning and implication of Clause 6 above and do hereby voluntarily give my informed consent for the sharing and disclosure of my personal information and/or data as aforesaid.

NAME.....POSITION HELD.....

DATED..... AT..... THIS DAY OF.....

SIGNED..... (Applicant)

7. DECLARATION

I am aware that it is an offence to knowingly or recklessly provide any information, which is false or misleading in connection with an application for a banking license. I am also aware that omitting material information intentionally or unintentionally shall be construed to be an offence and may lead to rejection of my application.

I certify that the information given above is complete and accurate to the best of my knowledge, and that there are no other facts relevant to this application of which the supervisory authority should be aware.

I undertake to inform the supervisory authority of any changes material to the applications which arise while the application is under consideration.

NAME..... POSITION HELD

DATED..... AT..... THIS DAY OF.....

SIGNED..... (Applicant)

(This declaration must be signed in the presence of the witness named below)

WITNESSED BEFORE ME:

COMMISSIONER FOR OATHS/MAGISTRATE

Name:

Signature.....

Address:

Date and Stamp.....

CHECKLIST FOR A PLACE OF BUSINESS OF A REPRESENTATIVE OFFICE

	YES	NO	COMMENTS
TITLE DEED/LEASE AGREEMENT			
(a) Title Deed			
Is the institution registered as owners of the premises? Attach a copy of the title deed.			
(b) Lease Agreement			
Attach a signed copy of the lease agreement.			
Is the lease registered?			
What is the duration of the lease and is it long enough to allow for economical use of the permanent improvement?			
Attach the landlord's approval for interior design/alteration obtained and other conditions satisfied?			
APPROVAL BY LOCAL AUTHORITY			
Attach the approvals for the following, if applicable:-			
Design or architectural plans approval			
Occupation certificate			
Local authority licences.			
APPROVAL BY OTHER RELEVANT AUTHORITIES			
Have the following been obtained where necessary, if so attach evidence of the same:-			
Security firm – regarding physical security of staff, premises and assets.			
Attach:			
- signed guarding contracts,			
- signed CCTV contracts (i.e. leased or maintenance),			
- alarm contract etc.			
- Are there security guards at the premises at all times-day and night?			
Approval by K.P. & L. Co. for electrical wiring of the premises (Certificate).			
STAFF OPERATING AREA			
Is space allowed for each individual employee equal to or more than 350 cubic feet?			

	YES	NO	COMMENTS
Are sufficient and suitable sanitary conveniences for employees provided and kept clean?			
VENTILATION			
Is ventilation adequate for security and circulation of fresh air in the premises?			
LIGHTING			
Is there sufficient and suitable lighting in every part of the premises?			
EMERGENCY PLAN			
Is there an emergency plan?			
Is it documented?			
Are there fire extinguishers at appropriated places?			
INSURANCE			
Attach insurance certificates indicating that the new office has been insured against:			
(a) Fire			
(b) Burglary and theft			
(c) Public liability			
(d) Fidelity			
(e) Cash and valuable in premises			
(f) Motor vehicles in premises			
(a) Other assets – obtain a list of other assets and their values			
(h) Employers' liability			
Is the issuing insurance firm licensed with the insurance regulatory authority?			
Is the insurance company connected in any way with the institutions:-			
o Directors			
o Management and			
o Shareholders with more than 5% of the institution's shares?			
Are there other insurances that are required to be taken under the lease agreement? i.e. glass windows			

	YES	NO	COMMENTS
If yes have the covers been taken.			

QUARTERLY RETURN OF ACTIVITIES FOR REPRESENTATIVE OFFICES (RO) OF FOREIGN BANKING INSTITUTIONS IN KENYA		
The Banking Act (Cap 488) <i>(To be submitted to the Central Bank within 5 days following the end of the calendar quarter for every RO)</i>		
QUARTER ENDED		
START DATE		
END DATE		
No.	Item	Particulars
Part A.	Background Information	
	Name of Institution	
	Country of Incorporation	
	Home Licensing Authority/ Regulator	
	Postal Address of RO in Kenya	
	Physical Address in Kenya	
	Telephone /Fax No.	Tel: Fax
	E-mail address	
	Chief Representative Officer (CRO)	Name: Passport No: Date of approval:
	Total no. of staff as at the end of the reporting period (Detail their names, nationalities and job titles)	
Part B	Organizational changes / developments during current quarter: <i>List any changes affecting the Group Structure , Equity Interests and Legal form,; Regulatory Approvals / Concerns Raised / Sanctions Imposed Against Representative Office in Kenya;</i> <i>Any relevant Regulatory Sanctions against Parent Institution either the Home Country / other Operating Jurisdictions that would impact the business of the Representative Office in Kenya.</i> <i>Visits and other activities/events facilitated by the Representative Office.</i>	
Part C	Top 10 clients in Kenya (List all if less than 10) (Clients should be rated in terms of the value of business conducted through the Representative Office during the reporting period)	
	1. 2. ↓ 10. <i>(Use additional paper and attach in case the space provided is insufficient)</i>	

QUARTERLY RETURN OF ACTIVITIES FOR REPRESENTATIVE OFFICES (RO) OF FOREIGN BANKING INSTITUTIONS IN KENYA				
The Banking Act (Cap 488) <i>(To be submitted to the Central Bank within 5 days following the end of the calendar quarter for every RO)</i>				
QUARTER ENDED				
START DATE				
END DATE				
No.	Item	Particulars		
Part D	Main areas of business being facilitated or promoted by the Representative Office in Kenya	<i>Value of services in KShs</i>		
1.	Asset management services			
2.	Corporate Finance			
3.	Correspondent Banking			
4.	Private banking			
5.	Project Finance			
6.	Property Finance			
7.	Specialized Finance			
8.	Syndicated lending			
9.	Trade /Export finance			
10.	Mergers /Acquisitions			
11.	Credit assessments on the parent bank's customers in Kenya			
12.	Others <i>(Please specify)</i>			
	Total			
Part E	Financial Details of the Representative Office in Kenya			
1.	Details of the Representative Office's bankers, if any, in Kenya during the quarter		Name of Institution	Branch
				Type of Facility Operated by RO

NOTE:

- a) The information given in this return shall be kept confidential by the supervisory authority, except in cases provided for by law.
- b) The Central Bank of Kenya reserves the right to seek further information from a Representative Office of a foreign banking institution in Kenya, or directly from the Home Office of the said Representative Office, and to confidentially share information with other supervisory authorities as authorized under the Banking Act (Cap 488).

Part F (I): DECLARATION

I, the undersigned, hereby declare as follows:

- 1. In respect of the prescribed return form CBK/PR/RO/01 hereby submitted :
 - a) The Representative Office in Kenya of(name of institution) did not engage in any activities that would:
 - i. constitute banking or financial business as defined under the Banking Act (Cap 488);
 - ii. constitute criminal, money laundering or terrorist financing activity as defined under the Banking Act(Cap 488), the Proceeds of Crime and Money Laundering Act 2009 in Kenya and /or regulations there under;
 - iii. violate any other applicable law in Kenya governing the business of the said Representative Office;
 - b) I am aware that it is an offence to knowingly or recklessly provide any information, which is false or misleading in connection with the activities of the Representative Office as specified in part 1(a) above;
 - c) I am also aware that omitting material information intentionally or un-intentionally shall be construed as an offence and may lead to regulatory sanctions against me as Chief Representative Officer of the Representative Office specified in part 1(a) above, by the supervisory authority under the Banking Act (Cap 488);
 - d) I certify that the information given above is complete and accurate to the best of my knowledge, and that there are no other facts relevant to this return of which the supervisory authority should be aware.

Part F (II) : CERTIFICATION BY THE CHIEF REPRESENTATIVE OFFICER

Signed at....., thisday
of.....20.....

Chief Representative Officer:.....

