

FIRST SCHEDULE

(r. 4 (3))

APPLICATION FORM FOR A LICENCE TO CARRY OUT BUREAU BUSINESS

1. Name: _____

2. Former name(s) (if any) by which the applicant has been known:

3. Head/main office:

(a) Address: _____

(b) Telephone No: _____

(c) Telefax No: _____

(d) Form of corporation (e.g. publicly listed/privately held, etc.);

(e) Date and place of incorporation;

(f) Description of the applicant's business or functions;

(g) The applicant's authorised and paid-up capital, including relevant details of shares issued or to be issued (e.g. types, number and issue price) and evidence on the same;

4. Branches (including physical location): _____

Subsidiaries & affiliates:

| Name and type of business | Amount of shares held | % of shares held in total |
|---------------------------|-----------------------|---------------------------|
| | | |
| | | |
| | | |

5. Management:

(1) Board of Directors:

| Name | Designation | Present term | No .of years as board member |
|------|-------------|--------------|------------------------------|
| | | | |
| | | | |
| | | | |

(2) Board committees:

| Name and purpose of committee(s) | Names of members: |
|----------------------------------|-------------------|
| | |
| | |
| | |

(3) Officers:

| Name | Position: | No. of years as officer |
|------|-----------|-------------------------|
| | | |
| | | |
| | | |

6. Ownership profile:

| | Name | Country of citizenship | Residence | Paid up capital | % |
|----|------|------------------------|-----------|-----------------|---|
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |

Other shareholders owing less than 5% (Number _____)

TOTAL _____

7. (i) Organisation profile—

- (a) organisation chart- Attach one indicating major departments or divisions with names, positions and titles of officers heading each department or division.
- (b) attach an organisation chart showing the applicant and its relationships with its subsidiaries, associates and other members of the group.
- (c) functions- Attach a list of functions or responsibilities for each department or division listed in the organization chart indicating the number of personnel or staff for each.
- (d) qualifications of significant shareholders, directors and officers.
- (e) annex personal declaration form of each significant shareholder and officer and an information sheet for each significant corporate shareholder.
- (f) powers and purposes – Attach the latest copies of the Memorandum and Articles of Association if not previously submitted to the Central Bank.

(ii) Legal and regulatory compliance

Describe and demonstrate, with supporting documents or information, how the applicant will—

- (a) comply with the requirements of the Banking Act and CBK's Prudential Guidelines;
- (b) have adequate means of supervising its officers, employees and participants; and
- (c) have adequate means to deal with any conflicts of interest that may arise.

Note:

Relevant supporting documents or information to be provided could include the applicant's—

- (a) information on key officers and employees (including names, addresses, relevant experience, qualifications, etc.);
- (b) risk management systems, including procedures relating to internal audit, internal controls, security, and the granting of credit;
- (c) business continuity plan and system capacity planning procedures; and
- (d) human resources, including information on the staffing levels of key functions.

8. Shareholding in any other financial institution—

| | Name of Financial Institution | Shares owned- Number | % of capital | Institution | Amount |
|----|-------------------------------|----------------------|--------------|-------------|--------|
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |

9. Name(s) and address(es) of the applicant's bankers within the last 10 years. (please also indicate the applicant's principal bankers) -----

10. Name and address of the applicant's external auditors -----

11. Fit and Proper Criteria—

If the answer to any of the following questions is in the affirmative, please attach annexes and supporting documents, where appropriate, giving all relevant particulars. (Please answer yes or no).

- (1) Has the applicant or any of its individual significant shareholders, corporate significant shareholders, any director or senior officer of the applicant—

- (a) been licensed or registered under any law in Kenya or elsewhere which requires licensing or registration in relation to any regulated financial business?

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- (b) been refused the right or restricted in its/his right to carry on any trade, business or profession for which a specific licence, registration or other authorisation is required by law in any jurisdiction?
 - (c) been issued a prohibition order under any law or has been prohibited from operating in other jurisdiction by any financial services regulatory authority?
 - (d) been censured, disciplined, suspended or refused membership or registration by the Central Bank or any other regulatory authority, in Kenya or elsewhere?
 - (e) been the subject of any complaint made reasonably and in good faith relating to activities regulated by any financial services regulatory authority or howsoever under any law in any jurisdiction?
 - (f) been the subject of any proceedings of a disciplinary or criminal nature or has been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any law in any jurisdiction?
 - (g) been convicted of any offence, or is being subject to any pending proceedings which may lead to such a conviction, under any law in any jurisdiction?
 - (h) had any judgment (including a finding of fraud, misrepresentation, or dishonesty) entered against it/him in any civil proceedings or is a party to any pending proceedings which may lead to such a judgment, under any law in any jurisdiction?
 - (i) had any civil penalty enforcement action taken against it/him by the Central Bank or any other regulatory authority under any law in any jurisdiction?
 - (j) contravened or abetted another person in breach of any laws or regulations, business rules or codes of conduct, in Kenya or elsewhere?
 - (k) been the subject of any investigations or disciplinary proceedings or been issued a warning or reprimand by any regulatory authority, an operator of a market or clearing facility, professional body or government agency, in Kenya or elsewhere?
 - (l) been refused a fidelity or surety bond, in Kenya or elsewhere?
 - (m) been a director, partner or concerned in the management of a business that has been censured, disciplined, suspended or refused membership or registration by any regulatory authority, professional body or government agency, in Kenya or elsewhere?

- (n) been a director, partner or concerned in the management of a business that has gone into insolvency, liquidation or administration during the period when, or within a period of one year after, he was a director, senior officer, partner or concerned in the management of the business, in Kenya or elsewhere?
 - (o) been dismissed or asked to resign, from office, employment, a position of trust, or a fiduciary appointment or similar position, in Kenya or elsewhere?
 - (p) been subject to disciplinary proceedings by his current or former employer(s), in Kenya or elsewhere?
 - (q) been disqualified from acting as a director or disqualified from acting in any managerial capacity, in Kenya or elsewhere?
 - (r) been an officer found liable for an offence committed by a body corporate as a result of the offence having proved to have been committed with the consent or connivance of, or neglect attributable to, the officer, in Kenya or elsewhere?
 - (s) carried on business under any name other than the name or names shown in this application?
 - (t) been engaged in the management of any corporation other than those disclosed to the Central Bank?
 - (u) been engaged, or does it or he expect to be engaged, in any business relationship with any of the (prospective) officers of the applicant?
- (2) Has the applicant, any of its individual significant shareholders, or any director or chief executive officer of the applicant—
- (a) been unable to fulfil any of its/his financial obligations, in Kenya or elsewhere?
 - (b) entered into a compromise or scheme of arrangement with its/his creditors, being a compromise or scheme of arrangement that is still in operation, in Kenya or elsewhere?
 - (c) been subject to a judgment debt which is unsatisfied, either in whole or in part, in Kenya or elsewhere?
 - (d) been in the course of being wound-up or otherwise dissolved, in Kenya or elsewhere?
 - (e) been a corporation that has a receiver or statutory manager or such other person having the powers and duties of a receiver, manager appointed in relation to, or in respect of any property of, the corporation, in Kenya or elsewhere?

(f) had a dispute between it or him and the Kenya Revenue Authority or any equivalent tax authority in any other jurisdiction?

12. Are there any additional information considered relevant or material which may assist the Central Bank in reaching a decision on the application?

DECLARATION

We certify that all the information contained in and accompanying this form is accurate and complete to the best of our knowledge, information and belief and that there are no other facts relevant to this application of which the Central Bank should be aware. We undertake to inform the Central Bank of any material changes to the application which may arise while the Central Bank is considering the application. We further undertake that, in the event that the institution is granted a licence under these Regulations we will notify the Central Bank of any material changes to or affecting the completeness or accuracy of the answers to the questions above as soon as possible, but in any event not later than twenty days after the date that the changes come to our attention.

Sworn at Nairobi this _____ day of _____ 20_____

1. _____

Name

Position held

Signed

Date

2. _____

Name

Position held

Signed

Date

Deponent understands the contents of this affidavit before me,

COMMISSIONER FOR OATHS

N.B.

1. All sections of this form must be filled
2. If any space provided is inadequate, the required information may be supplied as an attachment labelled accordingly and reference shall be made to the relevant section of the form by placing the words "REFER TO ANNEX"
3. Information provided in this form is confidential and cannot be made available without the consent of the Governor of the Central Bank.