

Form 1

THE SECURITIES (REGISTRATION, LICENSING AND CORPORATE GOVERNANCE) RULES, 2010

RULES 3, 12(b), and 12 (d)

APPLICATION FOR **REGISTRATION, OF LICENCE/ RENEWAL OF LICENCE** TO CONDUCT THE BUSINESS OF **INVESTMENT MANAGEMENT.**

Application is made for a securities investment management licence/renewal of licence in terms of the Securities Act [Chapter 24:25] and the following statements are made in respect thereof:

Note-

If space is insufficient to provide details, please attach annexure(s). Any annexure(s) should be identified as such and signed by the signatory of this application.

Information provided should be as at the date of the application or renewal.

1. Name of company..... Limited

2. Registered office.....

3. Date of incorporation.....

4. Address

5. E-mail

6. Location, address and telephone number of principal office.....

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7. Location, address and telephone number of branch offices

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8. Details of capital structure:

(a) Nominal capital

(b) Number of shares

(c) Paid-up capital

9. Shareholders and percentage of shareholding (please attach a list)

Name Address & telephone number

Number of shares held

10 (a) Directors (please attach a list)

Name.....

Permanent Address.....

Identity card/ Number

Passport Number.....

Date of birth.....

Academic qualifications.....

Professional Qualifications.....

Number of shares held in the company

(b) Secretary

Name.....

Address

Academic/ Professional Qualifications.

(c) Chief executive and key personnel

Name

Identity number/card.....

Passport/number

Date of appointment

Date of birth.....

Permanent address & telephone number

Academic or professional qualification

Number of shares held in the company

d) Compliance Officer.....

11. Particulars of other directorship(s) of the directors and secretary.

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12. Particulars of shares held by directors or secretary in other companies

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13. Has the applicant or any of its directors, secretary or members of senior management at any time been placed under receivership, declared bankrupt, or compounded with or made an assignment for the benefit of his creditors, in Zimbabwe or elsewhere? Yes/ No.

If 'yes', give details

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14. Has any director, secretary or senior management of the applicant been a director of a company that has been:

(a) denied any licence or approval under the Securities Act or equivalent legislation in any other jurisdiction: Yes/No.
If Yes, give details.

.....
(b) a director of a company providing banking, insurance, financial or investment advisory services whose licence has been revoked by the appropriate authority? Yes/No.
If Yes, give details.

.....
(c) subjected to any form of disciplinary action by any professional body of which the applicant or any of its director was a member? Yes/ No.
If yes, give details.

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15. Has any court ever found that the applicant, or a person associated with the applicant was involved in a violation of the Securities Act or Regulations there under, or equivalent law outside Zimbabwe? Yes / No.

If 'yes', give details.

.....
16. Is the applicant and/or a person associated with the applicant now the subject of any proceeding that could result in a 'yes' answer to the above question (15)?

Yes/ No. If 'yes,' give details.

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17 (1) Is the applicant, or any shareholder, director or the secretary of the applicant, a member or director of a member company of any securities exchange? Yes/ No.

If 'yes', give details.

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(2) Have any of the above persons been -

(a) refused membership of any securities organization? Yes / No.
If 'yes', give details

b) expelled from or suspended from trading on or membership of any securities organization? Yes/No. If 'yes' give details

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(c) subjected to any other form of disciplinary action by any stock exchange? Yes/No. If 'yes', give details.

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18. Business references:

Name.....

Address.....

Telephone number(s)

Occupation

19. Profile of the chief executive and key employees in the applicant company: The key employees must have experience in investment management

(Please attach the following documents of the key personnel, including the compliance person.

- i. Birth certificates
- ii. National Identity card
- iii. 2 passport size colour photos
- iv. Detailed CV
- v. Police clearance certificate
- vi. Academic and professional certificates-these include "O" and "A" level certificates, diploma/ degree certificates and transcripts

20. List the office facilities of the applicant –infrastructural facilities (office equipment, furniture and fittings, communication facilities, computer facilities-hardware and software, data processing capacity, disaster recovery equipment/site, other immovable and movable assets) and investment, research and database facilities. Please attach professional valuations for these assets.

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21. State the exact nature of the activity to be carried on which obliges the applicant to apply for a licence from the Securities Commission.

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22. New applicants should provide a 5 year Business Plan and how the applicant will achieve its targets. Procedure manuals should be attached. These include risk management, back office, front office, investment, research and draft mandate forms.....

23. Any other additional information considered relevant to this application:

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We (Director), (Director) and (Secretary) declare that all the information given in this application and in the attached documents is true and correct.

Dated this day of 20

Signed:

.....) Director

.....) Director

.....) Secretary

Note:

1. The following shall be submitted with the application for a licence:

- a) memorandum and articles of association.
- b) Certificate of incorporation

c) **Capital Adequacy requirements**

New applications

- i. Capital adequacy requirement of net assets of USD\$500 000.00
- ii. The applicant must attach an auditor's certificate confirming the current capital
- iii. The Applicant must also demonstrate how the firm will fund business in the first year of operations.
- iv. Applicant should submit a statement of the unaudited accounts for the period of accounting year ending not earlier than six months prior to the date of application.
- v. If applicable applicant (financial services) should also submit audited annual accounts for the preceding two years .

Renewal of licences

- i. Capital adequacy requirement of net assets of USD\$500 000.00
- ii. Reviewed interim results
- iii. Year to date unaudited accounts.
- iv. Audited financial statements for the prior year

d) a declaration by the directors as to whether after due enquiry by them in relation to the interval between the dates to which the last accounts have been made and a date not earlier than fourteen days before the date of the application –

- i) the business of the company has, in their opinion, been satisfactorily

maintained;

- ii) there have, in their opinion, arisen any circumstances adversely affecting the company's trading or value of its assets;
- iii) there are any contingent liabilities by reason of any guarantees given by the company or any of its subsidiaries;
- iv) there are, since the last annual accounts, any changes in published reserves or any unusual factors affecting the profit of the company or any of its subsidiaries.

e) a declaration by persons authorized as prescribed to accompany the application form;

f) Proof of payment of fees -\$10 000-00 for initial applications and \$3000-00 for renewal of applications . Invoices can be obtained at fidelism@seczim.co.zw.

g) Professional indemnity cover/insurance cover

PART 2

MISCELLANEOUS

1. We are aware of the provisions of the Securities Act [Chapter 24:25] relating to fraudulent applications.

2. We declare that all information given in this application and in the attached annexures (if any) are true and correct.

Dated this.....day of.....20.....

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*Signature

.....
Signature

.....
(Name of Director)

.....
(Name of Director/Secretary)**

*This application is to be signed by two directors or a director and the secretary of the applicant.

**Delete whichever is inapplicable.