

# EASTERN CARIBBEAN SECURITIES REGULATORY COMMISSION



## SHARE REGISTRY SERVICE APPLICATION

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Application is hereby made for a Share Registry Business Licence, pursuant to Sections 40 - 43 of the Securities Act, 2001, to operate as a share registry in the Eastern Caribbean Securities Market, and the following statements are made in respect thereof:

### GENERAL

- (1) A company granted a Share Registry Business Licence under this application shall not carry on, or hold itself out as carrying on, any other business other than that of providing share registry services.
- (2) A non-refundable application fee of One Thousand Eastern Caribbean Dollars (EC\$1,000.00) is payable on submission of an application for a share registry licence.
- (3) The following documents (or copies) must be submitted in support of an application for a share registry licence:
  - i) Certificate of incorporation/continuance for the applicant,
  - ii) Memorandum and/or Articles of Association and/or Bylaws for the applicant,
  - iii) Audited financial statements for the applicant for the last three financial years. If the applicant is a start-up company, provide an audited opening balance sheet and projected financial statements for at least three years.
  - iv) An organisational chart for the applicant.
  - v) A manual detailing the applicant's internal operating systems and procedures (general operations manual).
  - vi) Resumes for the executive management team of the applicant (the resume should provide a summary of the officers' qualifications and experience).

## INFORMATION ON THE APPLICANT

*Note: If space provided is insufficient to provide details, please attach annexure(s). Any annexure should be identified as such and signed by the signatories to this application.*

1. (a) Name of applicant \_\_\_\_\_
  
- (b) Place and date of incorporation of the applicant: \_\_\_\_\_
  
- (a) Full address of registered office  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
  
- (d) Telephone No: \_\_\_\_\_
  
- (e) Fax No: \_\_\_\_\_
  
- (f) E-mail address of applicant: \_\_\_\_\_

2. Provide a summary of the following:
  - a) The organisational structure, internal control procedures and operating systems (including backups) which the applicant has adopted or proposes to adopt for its proposed business:
  
  - b) The type of clients with whom the applicant proposes to do business:
  
  - c) The operating insurance coverage (indemnity insurance) that the applicant has in place or intends to put in place; detailing the type of coverage, the value of the coverage, the period of cover and the insurance provider.
  
3. Name and address of Auditors or proposed Auditors:
  
4. Name and address of Attorneys-at-Law or proposed Attorneys-at-Law:

5. Name and address of Bankers or proposed Bankers:
  
6. If the company is a subsidiary of another company, give the name, address, nature of business of parent company:
  
7. Give the name and address of any subsidiaries of the applicant, or any company quoted on a securities exchange in which the applicant controls 5% or more of the share. Give details and state the nature of business pursued:
  
8. (a) Capital structure of the applicant:
 

Authorised capital: \_\_\_\_\_  
 Paid-up capital: \_\_\_\_\_  
 Types of shares: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

- (b) Particulars on substantial shareholders of the applicant (shareholdings equal to or in excess of five percent of the applicant's share capital).

<i>NAME</i>	<i>ADDRESS</i>	<b>SHARES AMOUNT</b>		<i>DATE OF LAST ACQUISITION</i>
		<b>EC\$</b>	<b>%</b>	

9. Set out as an annexure hereto details of each director and senior officer showing full name, date of birth, residential address, academic qualifications and experience, office held and date of appointment.

For questions 10-12, if answer is "Yes", attach annexures giving all relevant particulars.

10. Has the applicant, any director or officer of the applicant within the past 10 years

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**Answer**

(a) been licensed or registered in any place under any law which requires licensing or registration in relation to securities business

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(b) been licensed, registered or otherwise authorised by law to carry on any trade, business or profession in any place?

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(c) been refused in any territory the right or restricted in its or his/her right to carry on any trade, business or profession for which a specific licence, registration or other authority is required by law?

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11. Has any director or officer of the applicant within the past 10 years –

**Answer**

(a) been known by any name other than the name or names shown in this application?

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(b) been convicted of any offence other than a traffic offence or have any proceedings now pending which may lead to a conviction?

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(c) had judgement including findings in relation to fraud, misrepresentation or dishonesty been given against him/her in any civil proceedings?

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(d) been declared bankrupt or compounded with or made an arrangement for the benefit of his/her creditors?

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(e) been disqualified as a director, or been director of a company that has gone into receivership or liquidation?

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12. Has any director or officer of the applicant had any experience in performing the functions for which a licence is required?

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13. Set out below any additional information that you may consider relevant in processing this application:

## AUTHORISATION

We declare that all information given in this application, the attached annexures and submitted documents is complete and accurate to the best of our knowledge and belief.

\_\_\_\_\_

(Chairman of the Board of Director)

\_\_\_\_\_

(General Manager)

\_\_\_\_\_

\*Signature

\_\_\_\_\_

\*Signature

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

\_\_\_\_\_

Name of the Justice of the Peace/Attorney-at-Law

\_\_\_\_\_

Signature

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

***The application must be signed by the Chairman of the Board of Directors (or his/her designate), the applicant's manager and a Justice of the Peace or an Attorney-at-Law.***

**INFORMATION RELEASE FORM FOR INSTITUTIONS AND AFFILIATES OF INSTITUTIONS  
REGULATED BY THE EASTERN CARIBBEAN CENTRAL BANK**

-----~~hereinafter referred to as the applicant~~  
*full legal name of the applicant*

hereby authorises the Eastern Caribbean Securities Regulatory Commission (the Commission) to request from the Eastern Caribbean Central Bank (ECCB) any document and/or information, financial or otherwise, that the Commission may deem necessary in the review of our application to the Commission for a licence to operate as a share registry.

The applicant also hereby authorises the ECCB to provide to the Commission, on its request, any document and/or information, financial or otherwise, that the Commission requests.

The applicant hereby indemnifies the Commission for any liabilities that it may incur in requesting the information authorised to be requested in this release form. The applicant also indemnifies the ECCB for any liabilities that it may incur in releasing the information authorised for release in this release form.

The applicant recognises that in accordance with Section 132 (1) of the Securities Act, 2001, the provision of information to the Commission is the primary obligation of the applicant, and the completion of this release form does not affect or diminish the right of the Commission to seek any information it may deem necessary from the applicant.

\_\_\_\_\_  
(Name of Chairman of the Board of Directors)

\_\_\_\_\_  
(Name of General Manager)

\_\_\_\_\_  
(Signature of the Chairman of the Board of Directors)(Signature of General Manager)

Dated            day of            20

Dated            day of            20

\_\_\_\_\_  
(name of the justice of the peace/notary public/attorney-at-law)

\_\_\_\_\_  
(signature of the justice of the peace/notary public/attorney-at-law)

dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_