

# RESERVE BANK OF VANUATU



## QUESTIONNAIRE FOR CONTROLLERS OF BANKS, CREDIT INSTITUTIONS AND ANY OTHER FINANCIAL INSTITUTIONS UNDER THE FIA

(BEING A BODY CORPORATE)

### NOTES FOR COMPLETION

- A. The questionnaire should be completed by each new controller (body corporate) of an existing licensee independently and without assistance by the licensee. If insufficient space is available then separate sheets should be attached. This questionnaire should be completed as part of changes in controllers of an existing approved licence holder.
- B. Specific attention is drawn to section 11(5) of the Financial Institution Act (2002) Cap 254 which states that any person who supplies information to the Reserve Bank of Vanuatu and which he or she knows to be false or misleading in any material particular respect shall, on conviction be liable to a fine not exceeding Vt2,000,000 or imprisonment for a term not exceeding 2 years or both; or in any case – by a fine not exceeding Vt6,000,000.

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1. Name of the institution (“the institution”) to which this questionnaire relates.	
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*Reserve Bank of Vanuatu, PMB 9062, Port Vila, Vanuatu Tel: +678 23333 Fax: +678 24231*

*January 2013*

<p>2. Please state the name of the controller (“the controller”) including the corporate name and any business name(s) used for the purposes of or in connection with any business carried on by it.</p>	
<p>3. The reason why the controller qualifies as such with respect to the institution (for example a 10% shareholding)</p>	
<p>4. Description of the controller’s business.</p>	
<p>5. Any former name(s) under which the controller has been registered or has traded.</p>	
<p>6. Country and date of incorporation or formation of the controller.</p>	
<p>7. (a) Registered address of the Head Office of the controller, and</p> <p>(b) Principal place of business in (including address).</p>	

8. Name(s) and address(es) of the controller's principal bankers.	
9. Names and positions of all directors of the controller.	
10. Names of all controllers of the controller, indicating in what sense they are controllers.	
11. Names of all institutions authorised under the International Banking Act other than the applicant institution, of which the controller is also a controller or a significant shareholder, indicating the sense in which it qualifies as such with respect to each.	

12. Does the controller hold, or has it ever held, any authority from a supervisory body to carry on any banking business in Vanuatu or elsewhere? If so, give particulars. If any such authority was revoked, give particulars.	
13. Has the controller ever applied for any authority from a supervisory body to carry on banking business in Vanuatu or elsewhere other than an authority already mentioned in answer to Question 12? If so, give particulars. If any such application was, for any reason, refused or withdrawn after it was made, give particulars.	
14. Has the controller within the last 10 years failed to satisfy a judgment debt under a court order in Vanuatu or elsewhere within a year of the making of the order? If so, give particulars.	
15. Has the controller made any compromise or arrangement with its creditors within the last 10 years or otherwise failed to satisfy creditors in full? If so, give particulars.	
16. Has a receiver or an administrative receiver of any property of the controller been appointed in Vanuatu, or has the substantial equivalent of any such person been appointed in any other jurisdiction, in the last 10 years? If so, give particulars, including whether the receiver or equivalent is still acting under the appointment.	

17. Has a petition been serviced in Vanuatu for an administration order in relation to the institution, or has the substantial equivalent of such a petition been served in any other jurisdiction, in the last 10 years? If so, give particulars.	
18. Has a notice of resolution for the voluntary liquidation of the controller been given in Vanuatu, or has the substantial equivalent of such a notice been given in any other jurisdiction, in the last 10 years? If so, give particulars.	
19. Has a petition been served in Vanuatu or elsewhere for the compulsory liquidation of the controller, or has the substantial equivalent of such a petition been served in any other jurisdiction, in the last 10 years? If so, give particulars.	
20. Is an inspector or other authorised officer of any government department or agency, professional association or other regulatory body appointed under any Vanuatu or overseas enactment investigating, or has such an investigation ever previously taken place into, the affairs of the controller? If so, give particulars.	
21. Has the controller ever been censured, prosecuted, warned as to future conduct, disciplined or publicly criticised by, or made the subject of a court order at the instigation of, any regulatory authority in Vanuatu or elsewhere? If so, give particulars.	

22. Has the controller ever been refused entry, in Vanuatu 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.	
23. Is the controller engaged, or does it expect to be engaged, in Vanuatu or elsewhere in any litigation which may have material effect on the resources of the controller or the institution? If so, give particulars.	
24. Is the controller engaged, or does it expect to be engaged, in any transaction or arrangements (excluding receipt of dividends) with the institution? If so, give particulars.	
25. Is any business of the controller guaranteed or otherwise underwritten or secured, or expected to be guaranteed or underwritten or secured, by the institution, for example, by the giving of security to a bank in respect of lending to the controller/group company? If so, give particulars.	
26. How many shares in the institution are registered in the name of the controller or an associate? Give name(s) in which registered and class of shares.	
27. In how many shares in the institution (not being registered in the name of the controller or an associate) is the controller or any company in the same group or any related party	

beneficially interested?	
28. Does the controller or its associates hold any shares in the institution as trustee or nominee? If so, give particulars.	
29. Are any of the shares in the institution mentioned in answer to Questions 26, 27 and 28 equitably or legally charged or pledged to any part? If so, give particulars.	
30. What proportion of the voting power at any general meeting of the institution (or of another institution of which the institution is a subsidiary) is the controller and any associate entitled to exercise or control the exercise of?	
31. If the exercise of part of the voting power at any general meeting of the institution or of another institution of which it is a subsidiary is or may be controlled by one or more associates, give the proportion of the voting power so controlled in each case and the identity of each associate.	
32. Please provide audited accounts for the controller (and, where appropriate, audited group accounts for the controller's group) for the last three financial years (if available). If the most recent audited accounts are more than six months out of date, they should be accompanied by management accounts (which need not be audited) showing the current financial position and the current results of the controller. In addition, please provide copies of the	

constitutional documents of the controller.	
33. If this questionnaire is submitted in connection with an application for authorisation, please provide any other information, which may assist the Reserve Bank of Vanuatu in reaching a decision on the application.	

**DECLARATION**

I/We declare that to the best of my knowledge and belief the above information is true and accurate.

I/We have read and understand section 11(5) of the Financial Institutions Act (2002) Cap. 254.

I/We undertake to inform the Reserve Bank of Vanuatu of any changes material to this declaration which may arise.

DATED this                                  day of                                  20 .

DIRECTOR: \_\_\_\_\_

DIRECTOR: \_\_\_\_\_

SPECIFY NAME OF INSTITUTION OR FIRM: \_\_\_\_\_



## **NOTE**

### **CONTROLLERS**

A Controller includes:

- (1) any person who is entitled to exercise control of 10% or more of the voting power over the institution or over another company of which it is a subsidiary:
- (2) any person, whether a shareholder or not, in accordance with those directions or instructions the directors of the institution, or of another company of which it is a subsidiary, are accustomed to act.

Where a controller is a body corporate the Reserve Bank will look through that body to the ultimate controller from whom the above information will be sought.

# RESERVE BANK OF VANUATU



## PERSONAL QUESTIONNAIRE FOR DIRECTORS, SHAREHOLDERS, MANAGERS, OFFICERS AND CONTROLLERS<sup>1</sup> OF BANKS, CREDIT INSTITUTIONS AND ANY OTHER FINANCIAL INSTITUTIONS UNDER THE FIA

THE FINANCIAL INSTITUTION ACT (2002) CAP. 254

1. Name of the institution in connection with which this questionnaire is being completed.	
2. Surname Forename(s) Any previous name(s) by which you have been known. Gender (Male/Female)	
3. Are you completing this questionnaire as a Director, Shareholder, Manager, Officer or Controller? (See note on page 4)	
4. Private address	
5. Previous private addresses during the last ten years (with relevant dates)	

<sup>1</sup> Except when exempted by the Governor of the Reserve Bank of Vanuatu, this form is to be completed by all persons seeking approval to become directors, shareholders, managers, officers or controllers of an institution which is licensed or applying to be licensed under the above laws.

6. Date of Birth Place of birth (including town, state and country)	
7. Nationality, and how it was acquired (e.g. birth, naturalization, marriage)	
8. Identification number (Passport number, Tax Identification number or specify other type)	

**If insufficient space is provided, please attach a separate sheet of paper**

<p>9. Present occupation or employment and occupations and employment during the last ten years, including the name of the employer, the nature of business, the position held and relevant dates, leaving no period unaccounted for, and including for each employment;</p> <p>i. the title of your position, ii. the dates of employment, iii. the name and address of your employer, and iv. the name, position and telephone number of a reference.</p>	
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<p>10. Of what bodies corporate –</p> <p>(a) are you now a director or controller?</p> <p>(b) have you been a director or controller at any time during the last ten years? (specify the country of incorporation in each case &amp; nature of business)</p>	
<p>11. Details of shareholding interest in financial institutions<sup>2</sup> (current and last ten years)</p> <p>(a) name of company</p> <p>(b) country of incorporation</p> <p>(c) percentage holding</p> <p>(d) nature of business</p>	
<p>12. (a) Professional qualifications and year in which they were obtained.</p> <p>(b) Academic qualifications</p>	
<p>13. Have you at any time been involved with an application for regulatory approval in any other jurisdiction where that application has been refused or withdrawn?</p>	
<p>14. Have you at any time been charged or convicted of any offence (other than (a) an offence committed when you were under the age of 18 years unless the same was committed within the last ten years, or (b) an offence in connection with the use or ownership of a motor vehicle which was tried in a court of summary jurisdiction) by any court, whether civil or military, in any jurisdiction? If so, give full particulars of the charge and if convicted,</p>	

<sup>2</sup> Shareholding interest in Banks, Trust Companies, Insurance Companies, Investment Companies, and others greater than 10%.

the date of conviction, the offence and the penalty imposed.	
15. Have you ever, at any time, been the subject of an investigation in relation to a financial institution? If so, give full particulars.	

*If insufficient space is provided, please attach a separate sheet of paper*

16. Have you, anywhere, been censured, disciplined or criticised by any professional body to which you belong or have belonged, or have you ever held a practising certificate subject to conditions? If so, give full particulars.	
17. Have you ever been required to give evidence in any trial or proceedings involving fraud, dishonesty or similar matters, other than as an expert witness? If so, give full particulars.	

<p>18. Have you, or anybody corporate, partnership or unincorporated institution with which you are, or have been associated as a director, shareholder, manager, officer or controller, been the subject of an investigation, anywhere, by a governmental, professional or other regulatory body?</p> <p>If so, give full particulars.</p>	
<p>19. Have you, anywhere, been dismissed from any office or employment or barred from entry to any profession or occupation? If so, give full particulars</p>	
<p>20. Have you been adjudicated bankrupt by a court in any jurisdiction? If so, give full particulars.</p>	
<p>21. Have you failed to satisfy any debt adjudged due and payable by you as a judgement-debtor under an order of a court in any jurisdiction? If so, give full particulars.</p>	
<p>22. Have you, in connection with the formation, control or management of a body corporate, partnership or unincorporated institution been adjudged by a court, in any jurisdiction, civilly or criminally liable for any fraud, misfeasance or other misconduct by you</p>	

<p>towards such a body or company or towards any members thereof? If so, give full particulars.</p>	
<p>23. Has anybody corporate, partnership or unincorporated institution with which you were associated as a director, shareholder, manager, officer or controller, anywhere, been compulsorily wound up or made any compromise or arrangement with its' creditors or ceased trading in circumstances where its' creditors did not receive or have not yet received full settlement of their claims, either while you were associated with it or within one year after you ceased to be associated with it? If so, give full particulars.</p>	
<p>24. Has anybody corporate, partnership or unincorporated institution with which you were associated as a director, shareholder, manager, officer or controller, anywhere, had its authorization revoked?</p>	
<p>25. In carrying out your duties will you be acting on the directions or instructions of any other person? If so, give full particulars</p>	

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I CERTIFY that the above information is complete and correct to the best of my knowledge and belief and I undertake that, as long as I continue to be a director, shareholder, manager, officer or controller of an institution authorized under the above laws, I will notify the Reserve Bank of Vanuatu of any material changes affecting the completeness of the answers to questions 11-25 above within a period of twenty-one days.

Date:

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Signed:

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## NOTE

### CONTROLLERS

A Controller includes

- (1) any person who is entitled to exercise control of 10% or more of the voting power over the institution or over another company of which it is a subsidiary:
- (2) any person, whether a shareholder or not, in accordance with those directions or instructions the directors of the institution, or of another company of which it is a subsidiary, are accustomed to act.

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