

CAYMAN ISLANDS



Supplement No 1 published with Gazette No. 16 dated
31 July, 2000.

THE COMPANIES MANAGEMENT LAW, 1999

THE COMPANIES MANAGEMENT REGULATIONS, 2000

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ARRANGEMENT OF REGULATIONS

- 1. Citation.
- 2. Interpretation.
- 3. Form of application.
- 4. Form of licence.
- 5. Fees.

CAYMAN ISLANDS

THE COMPANIES MANAGEMENT LAW, 1999

THE COMPANIES MANAGEMENT REGULATIONS, 2000

The Governor in Council, in exercise of the powers conferred by Section 21 of the Companies Management Law, 1999, makes the following regulations:

- 1. These regulations may be cited as the Companies Management Regulations, 2000. Citation
- 2. In these Regulations “the Law” means the Companies Management Law, 1999. Interpretation
- 3. An application for a licence under section 5(3) of the Law shall include the information specified in Schedule 1. Form of application
- 4. A licence granted under section 5(5) of the Law shall be in the form set out in Schedule 2. Form of licence
- 5. The prescribed fee for the purpose of a provision of the Law specified in column 2 of the table of fees set out in Schedule 3 is the amount specified in column 4 opposite that provision. Fees

SCHEDULE 1

Regulation 3

Information to be provided by a company making application under section 5(3) of the Law for the issue of a licence to carry on the business of company management.

- 1. The name of the person or persons (the “applicant”) in respect of which the licence is sought.
- 2. The address of the principal or registered office of the applicant.
- 3. If the applicant is a company to which Part IX of the Companies Law (2000 Revision) applies, the name and addresses of some one or more persons authorised under that Law to accept service on its behalf of process or notices.

4. If the applicant is a company, a copy, certified and authenticated under the public seal of the country, city or other place where it is incorporated or certified by a notary public therein, and, if not written in the English language, a certified English translation thereof, of each of -

- (1) its Certificate of Incorporation (by whatever name called);

and

- (2) its Memorandum and Articles of Association, or other constitutive documents (by whatever name called).

5. If the applicant is a natural person -

- (1) In respect of the applicant -

- (a) a completed Personal Questionnaire form in such form as the Authority may require;
- (b) a reference from a bank, trust company or other recognised financial institution verifying the good financial standing of the applicant;
- (c) two character references;
- (d) a Police Clearance Certificate or other evidence satisfactory to the Authority that the applicant has no convictions for any serious crime or any crime involving dishonesty; and
- (e) evidence to the satisfaction of the Authority of the applicant's experience and expertise relevant to the business of company management.

- (2) (a) details of the applicant's current business activities (if any) and the proposed business activities if the licence applied for is granted including -

- (i) the business aims of the applicant including details of the type of company management to be undertaken;
- (ii) particulars of the management structure and personnel of the applicant's business;
- (iii) a statement of the likely number and origin of the companies to be managed by the applicant; and
- (iv) a statement of the applicant's financial condition and details of his fee earnings, if any;

- (b) details of the applicant's auditor to be approved by the Authority under Section 11 of the Law including -

- (i) the name and address of the auditor;
- (ii) the professional body of which the auditor is a member, if applicable;
- (iii) the partner responsible, if applicable; and

- (iv) confirmation from the auditor that the applicant has been accepted as a client; and

- (d) the date for the drawing up of the annual accounts of the applicant.

6. If the applicant is a partnership -

- (1) In respect of each of the partners of the applicant -

- (a) a completed Personal Questionnaire form in such form as the Authority may require;
- (b) a reference from a bank, trust company or other recognised financial institution verifying the good financial standing of the partner;
- (c) two character references;
- (d) a Police Clearance Certificate or other evidence satisfactory to the Authority that the partner has no convictions for any serious crime or any crime involving dishonesty; and
- (e) evidence to the satisfaction of the Authority of the experience and expertise relevant to the business of company management of at least one of the partners.

- (2) (a) details of the applicant's current business activities (if any) and the proposed business activities if the licence applied for is granted including -

- (i) the business aims of the applicant including details of the type of company management to be undertaken;
- (ii) particulars of the management structure and personnel of the applicant's business;
- (iii) a statement of the likely number and origin of the companies to be managed by the applicant; and
- (iv) a statement of the applicant's financial condition and details of its fee earnings, if any;

- (b) details of the applicant's auditor to be approved by the Authority under Section 11 of the Law including -

- (i) the name and address of the auditor;
- (ii) the professional body of which the auditor is a member, if applicable;
- (iii) the partner responsible, if applicable; and
- (iv) confirmation from the auditor that the applicant has been accepted as a client; and

- (c) the date for the drawing up of the annual accounts of the applicant.

7. If the applicant is a company incorporated in the Islands -

(1) The name and address of each of the members of the applicant holding more than five per cent of the votes which may be cast at a general meeting of the applicant, together with, in respect of each such member, the following -

- (a) a completed Personal Questionnaire form in such form as the Authority may require;
- (b) a reference from a bank, trust company or other recognised financial institution verifying the good financial standing of the member being a natural person;
- (c) in the case of a member being a body corporate, its full name, address and country of incorporation; and
- (d) the annual accounts for the two years immediately preceding the year of application of the member being a body corporate, together with similar accounts for the parent (as defined in section 4 of the Law), if any, of each such body corporate.

(2) The name and address of each of the Directors and Senior Officers together with, in respect of each such person, the following -

- (a) a completed Personal Questionnaire form in such form as the Authority may require;
- (b) two character references;
- (c) a Police Clearance Certificate or other evidence satisfactory to the Authority that the person has no convictions for any serious crime or any crime involving dishonesty; and
- (d) evidence to the satisfaction of the Authority of the experience and expertise relevant to the business of company management of at least one of the Directors.

(3) In respect of the applicant itself -

- (a) details of the applicant's current business activities (if any) and its proposed business activities if the licence applied for is granted including -
 - (i) its business aims including details of the type of company management it will undertake;
 - (ii) particulars of its management structure and personnel;
 - (iii) a statement of the likely number and origin of the companies to be managed by the applicant; and
 - (iv) a copy of the applicant's most recent balance sheet and details of its fee earnings, if any;
- (b) the name and address of the registered office of any subsidiary company of the applicant together with a statement as to how much of the capital of each subsidiary constitutes an asset of the applicant;

(c) details of the applicant's auditor to be approved by the Authority under section 11 of the Law including -

- (i) the name and address of the auditor;
- (ii) the professional body of which the auditor is a member, if applicable;
- (iii) the partner responsible, if applicable; and
- (iv) confirmation from the auditor that the applicant has been accepted as a client; and

(d) the date for the drawing up of the annual accounts of the applicant.

8. If the applicant is a company incorporated outside the Islands -

(1) A list, certified by its secretary, containing the names, addresses and nationalities of each of the Directors and Senior Officers;

(2) A chart showing the relationship of the applicant to its subsidiaries and affiliates and any parent as defined in section 4 of the Law;

(3) Details of the applicant's auditor to be approved under section 11 of the Law including -

- (a) the name and address of the auditor;
- (b) the professional body of which the auditor is a member, if applicable; and
- (c) the partner responsible, if applicable;

(4) The date for the drawing up of the annual accounts of the applicant;

(5) A copy of the annual accounts of the applicant for the two years immediately preceding the year of application, together with similar accounts for the parent, as defined in section 4 of the Law, if any, of the applicant;

(6) Two business references from major international financial institutions verifying the good financial standing of the applicant;

(7) A letter or letters, addressed to the Authority from the applicant containing -

- (a) details of the applicant's history and current business activities;
- (b) a brief description of each of the applicant's subsidiaries and affiliates;

- (c) the reason for wishing to obtain the licence sought and the applicant's proposed business activities if the licence is granted including -
 - (i) its business aims including details of the type of company management it will undertake;
 - (ii) particulars of its management structure and personnel; and
 - (iii) a statement of the likely number and origin of the companies to be managed by the applicant; and
 - (d) details of any authorisation currently held to carry on its business in countries outside the Islands, together with the name and address of the relevant supervisory or regulatory authority.
9. Evidence satisfactory to the Authority that the required minimum net worth is (or, before the grant of the licence, will be) in place.
10. Details of any professional services to be provided to the applicant to assist in carrying on the business of company management.
11. Such further information as the Authority considers necessary to allow due consideration of the application.

Regulation 4

SCHEDULE 2

Form of Companies Management Licence under section 5 of the Law.

Licence No. _____

THE COMPANIES MANAGEMENT LAW 1999

COMPANIES MANAGEMENT LICENCE

[NAME OF LICENSEE]

is licensed to carry on the business of company management subject to the provisions of the Companies Management Law, 1999, and regulations made under the Law [and subject to the following conditions]*.

Dated:

Governor.

*Delete as necessary

SCHEDULE 3

Regulation 5

Table of Fees

Column 1 Item	Column 2 Provision of Law	Column 3 Description of Fee	Column 4 Fee
1.	5(4)	Application fee for a Companies Management Licence	\$500.00
2.	6(1)	Fee on grant of Companies Management Licence	\$500.00
3.	6(2)	Annual licence fee in respect of Companies Management Licence -	\$500
Plus			
in respect of each managed company for which a licensee provides the specified services as defined in section 3 of the Law on 31 December in the preceding year			\$15

Made in Executive Council the 23rd day of May, 2000.

MEREDITH HEW

Clerk of the Executive Council.

(Price \$2.40)