

## CHAPTER IV

### APPLICATION PROCEDURES

#### 52. Application forms and certificates of registration

Form BA 001 up to and including form BA 023, prescribed in regulation 53 to these Regulations, shall be used in accordance with the applicable section of the Act and, unless otherwise directed on the form itself or by the Registrar, every application form submitted by an applicant shall include every prescribed item, numbered as indicated on the relevant form.

#### 53. List of forms prescribed in respect of notices, applications, certificates and declarations under these Regulations

Form number	Heading of form	Applicable regulation/ section of Act No. 94 of 1990	Page no.
BA 001	Notice of review	Regulation 54(1)	1031
BA 002	Application for authorisation to establish a bank or a branch or registration as a bank or a branch	Section 12(2), 16(2), 18A	1032
BA 003	Certificate of registration as a bank	Section 17(4)	1036
BA 004	Application for registration as a controlling company	Section 43(1)	1037
BA 005	Certificate of registration as a controlling company in respect of a bank	Section 44(4)	1039
BA 006	Application for approval of appointment of auditor(s)	Section 61(2)	1040
BA 007	Application for permission to acquire shares in a bank/controlling company	Section 37(2)	1049
BA 008	Certificate of change of name	Section 56(5)	1051
BA 009	Certificate of authorisation to establish a branch	Section 18A	1052
BA 010	Certificate of authorisation to establish a representative office	Section 34(2C)	1053
BA 020	Statement by individuals who are holding, or are proposing to hold, the office of a director or executive officer of a bank or controlling company	Regulation 42	959
BA 021	Annual licence for a representative office	Section 35	1058
BA 022	Annual licence for a bank	Section 35	1059
BA 023	Annual licence for a branch	Section 35	1060

**54. Review procedure**

- (1) Any person desiring to submit a matter pertaining to a decision of the Registrar for review, in terms of section 9(1) of the Act, to the board of review shall within 30 days after the pronouncement of the decision in question lodge with the chairperson of the board of review a notice of review on form BA 001.
- (2) Upon receipt of the notice of review referred to in subregulation (1), the chairperson of the board of review shall cause a copy of such notice to be served on the Registrar who shall within a period determined by the said chairperson furnish the chairperson with a statement of the reasons for the decision in question.
- (3) Upon receipt of the statement referred to in subregulation (2), the chairperson of the board of review shall cause a copy thereof to be dispatched to the applicant by registered post and call upon the applicant to declare within 21 days of the date of dispatch of such statement or within such further period as the said chairperson may at the request of the applicant allow whether or not the applicant intends to proceed with the review.
- (4) When the applicant declares the intent not to proceed with the review, or when the applicant fails to declare his/her intention within the period of 21 days or the extended period contemplated in subregulation (3), the review automatically shall lapse.
- (5) When the applicant declares his/her intention in terms of subregulation (3) to proceed with the review the applicant shall in addition to such declaration lodge with the chairperson of the board of review a reply to the statement contemplated in subregulation (2).
- (6) The declaration and reply referred to in subregulation (5) shall be accompanied by the fee prescribed in item 1 of table 1 in regulation 58.
- (7) A review with which there is to be proceeded, as contemplated in subregulation (5), shall be heard at such a time and at such a place as the chairperson of the board of review may determine.

**NOTICE OF REVIEW**

The Chairperson  
Banks Review Board  
PRETORIA

In terms of the provisions of regulation 54(1) of the Regulations relating to Banks,  
notice is hereby given that -

(in the case of a juristic person)

(1) .....

(hereinafter referred to as the applicant)

represented herein by ..... and

....., in their

respective capacities as ..... and ..... of  
the applicant, duly authorised thereto by a resolution of the board of directors (a copy of which  
resolution is attached hereto as Annexure .....),

(in the case of a natural person)

(1) .....

(hereinafter referred to as the applicant)

.....

intends to request a review of the following decision of the Registrar of Banks:

.....

.....

.....

(2) the affidavit/s annexed hereto as Annexure/s ....., will be used in support of the review;

(3) the following address shall serve as *domicilium citandi et executandi* in respect of all documents to  
be dispatched to or served upon the applicant by virtue of the provisions of regulation 54(3) of the  
said Regulations:

Applicant's address .....

.....

.....

.....  
*on behalf of the applicant*

.....  
Date

.....  
*on behalf of the applicant*

Proposed amended Regulations  
October 2015

**APPLICATION FOR AUTHORISATION TO ESTABLISH A BANK OR BRANCH\* OR REGISTRATION  
AS A BANK OR BRANCH\***

The Registrar of Banks  
PRETORIA

1. I, the undersigned, acting as principal/promotor/in the capacity as duly authorised agent\* on behalf of .....  
("the principal"), hereby apply for authorisation, in terms of section 13(1)/18A\* of the Banks Act, 1990, by the Registrar of Banks to establish a bank/branch\*; or
2. (a) I, the undersigned, chairperson/chief executive officer\* of .....  
  
duly empowered thereto, hereby apply for the registration of the abovementioned public company as a bank/branch\*.
- (b) I hereby apply for your approval, under section 22(1) of the abovementioned Act, of the use of .....  
as a literal translation, and of .....  
.....  
as an abbreviation, of the name under which the abovementioned public company is registered.
3. The applicable information detailed in 4 below shall accompany each application. Indicate, against each item, in the appropriate column in paragraph 4 below -
  - (a) whether or not the requested information is attached, and, if not, reason(s) therefor; or
  - (b) when the requested information is not applicable to the application in question.

I,....., the undersigned, hereby declare all information contained in and with this application to be correct.

.....  
Date

.....  
*Applicant/Chairperson/Chief Executive Officer\**

Address

.....  
.....

*\*Delete whichever is not applicable*

FOR OFFICIAL USE	
<b>Application granted</b>	
<b>Application refused</b>	
<b>Application granted subject to the appended conditions</b>	

.....  
Date

.....  
*Registrar of Banks*

4.

Description	Authorisation <sup>1</sup>	Registration <sup>1</sup>
a) Name of applicant - in own capacity (Yes/ No) - as agent (attach written consent of principal)		
b) Full and abbreviated name of institution, as well as literal translation thereof, together with address of head office and postal address		
c) Two copies of memorandum and articles of association, or memorandum of incorporation - Registered by Registrar of Companies and Close Corporations - not registered by Registrar of Companies and Close Corporations		
d) Predominant business activities in which applicant is likely to be engaged and proportion in which each activity stands to total business activities of applicant		
e) Outline of the proposed strategic and operating or business plans in the short, medium and long term Please include sufficiently detailed information in respect of - the relevant systems related to corporate governance, risk management and internal controls, including those related to the detection and prevention of criminal activities, and the oversight of proposed outsourced functions - the scope and degree of sophistication of the proposed activities		
f) Form BA 100 (balance sheet) - proposed for ensuing year		
g) Form BA 110 (off-balance sheet activities) - proposed for ensuing year		
h) Form BA 125 (return regarding shareholders of a bank/controlling company) - current and proposed for ensuing 12 months as from date of application, and when applicable, written confirmation by a public accountant, as defined in section 1 of the Auditing Profession Act, 2005, that designated share capital received from proposed shareholders is held in a trust account		
i) Form BA 120 (income statement) – proposed for ensuing year		
j) Contemplated future policy with regard to payment of dividends		
k) Form BA 300 (liquidity risk) - proposed for ensuing year		
l) Guidelines (policy) to be followed in connection with maximum deposits, in relation to total deposits, to be accepted from a single depositor		
m) Form BA 700 (capital adequacy) – proposed for ensuing year		
n) Form BA 350 (derivative instruments) - proposed for ensuing year		
o) Form BA 130 (restriction on investments, loans and advances) – proposed for ensuing year		

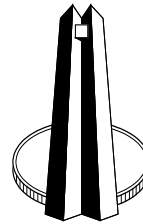
1. Indicate with an "X", under appropriate heading, type of application being submitted.

Description	Authorisation <sup>1</sup>	Registration <sup>1</sup>
p) Name(s) and address(es) of auditors		
q) Form BA 006: Application for approval of appointment of auditor(s)		
r) With regard to the management, by the applicant in the conduct of its business, of the risks specified in regulation 39(3), the policy to be followed by the applicant in the management of each type of risk and the effect, quantified if possible, of each type of risk on the business of the applicant (refer to annexure to form)		
s) Names, and <i>curricula vitae</i> , of directors and executive officers of bank, together with duly completed forms BA 020		
t) With regard to the group of companies of which the applicant is a member, a schematic representation reflecting all interests held in and by the applicant and, in the case of such interests held by the applicant, the nature of the business of the entities in which interests are so held by the applicant		
u) With regard to the internal auditing of the transactions of the applicant, the applicant's findings relating to the adequacy and efficiency of the internal auditing processes applied in respect of the applicant's deposit book, advances book and large exposures during the period of 12 months immediately preceding the date of the application		
v) Any instance of non-compliance by the applicant with any of the provisions of the Act or these Regulations during the period of 12 months immediately preceding the application		
w) A report by a public accountant, as defined in section 1 of the Auditing Profession Act, 2005, on funds received from anticipated shareholders and held in a trust account		
x) Additional information the Registrar deems necessary		
y) The prescribed registration fee of R.....		

1. Indicate with an "X", under appropriate heading, type of application being submitted.

**ANNEXURE TO FORM BA 002**

<b>RISK</b>	<b>RESPONSIBLE OFFICIAL</b>	<b>TITLE</b>	<b>RELEVANT EXPERIENCE</b>	<b>HIGHEST ACADEMIC QUALIFICATION</b>
Solvency				
Liquidity				
Counterparty				
Interest rate				
Market (Position)				
Credit				
Currency				
Technological				
Operational				
Compliance				
Any other risk regarded as material: please specify				

**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

**CERTIFICATE OF REGISTRATION AS A BANK**  
(Section 17(4) of the Banks Act, 1990)

Certificate No.

I hereby certify that .....

has in terms of section 17(4) of the Banks Act, 1990, been registered as a bank.

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks**BA 003**



**APPLICATION FOR REGISTRATION AS A CONTROLLING COMPANY**

The Registrar of Banks  
PRETORIA

1. I, the undersigned, chairperson/chief executive officer\* of .....  
 .....  
 ..... , duly empowered thereto,  
 hereby apply for the registration of the abovementioned public company as a controlling  
 company in respect of  
 .....  
 .....  
 an institution registered as a bank.
  
2. The application is accompanied, except in so far as it has been otherwise directed by  
 you, by each of the following documents, duly signed by me:
  - 2.1 two copies of the Memorandum and Articles of Association or Memorandum of  
 Incorporation, as the case may be, of the applicant;
  - 2.2 a copy of the certificate of incorporation, Companies Act form CM 1, in respect of  
 the applicant;
  - 2.3 a copy of the registered office and postal address, Companies Act form CM 22, in  
 respect of the applicant;
  - 2.4 a statement containing the name and address and the *curriculum vitae* of the  
 chairperson, every director and every executive officer of the applicant;
  - 2.5 full particulars of the business that the applicant conducts or proposes to conduct,  
 of the manner in which such business is or is to be conducted and of the extent of  
 each type of business conducted or to be conducted;
  - 2.6 a copy of the applicant's latest audited group and company financial statements or,  
 in the case of an applicant whose first financial year has not yet expired, of an  
 audited balance sheet or a *pro forma* balance sheet of the applicant, as at a date  
 not more than 30 days prior to the date of application;
  - 2.7 a return, in the format of form BA 125, duly completed in respect of the applicant;
  - 2.8 a statement furnishing, as at a date not more than 30 days prior to the date of the  
 application -
    - (i) the amount of the issued share capital and reserves of the applicant;
    - (ii) the amounts of the applicant's investments in, respectively -
      - (aa) fixed property used mainly for the purpose of conducting the business  
 of a bank;
      - (bb) fixed property not used mainly for the purpose of conducting the  
 business of a bank;

(iii) the name of the undertaking concerned and the amount invested or proposed to be invested, set out separately under the headings "Shares" and "Loans", in -

(aa) banks;

(bb) controlling companies;

(cc) property companies of which the property is used mainly for the purpose of conducting the business of a bank;

(dd) property companies of which the property is not used mainly for the purpose of conducting the business of a bank; and

(ee) other undertakings (to be specified in the statement);

2.9 a diagrammatic representation of the structure of the group of companies consisting of associates, as defined in section 37(7) of the Act, of the applicant, showing also the percentage shareholding of members of that group in the other members;

2.10 a return, in the format of form BA 125, duly completed in respect of every bank in respect of which the applicant is, or is to be, registered as a controlling company.

3. A controlling company shall, within 30 days after the date of a special resolution whereby a change of its name was effected as contemplated in section 44 of the Companies Act, in writing furnish the Registrar with full particulars of such change.

4. The prescribed registration fee in item 10 of table 1 in regulation 58 of R ..... is enclosed with this application.

.....  
DATE

.....  
*Chairperson/Chief Executive Officer\**

Address .....

.....

.....

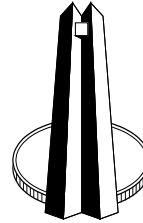
.....

.....  
*\*Delete whichever is not applicable*

FOR OFFICIAL USE	
Application granted	
Application refused	
Application granted subject to the appended conditions	

.....  
Date

.....  
*Registrar of Banks*


**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

Certificate **No.**

**CERTIFICATE OF REGISTRATION AS A CONTROLLING COMPANY  
IN RESPECT OF A BANK**

(Section 44(4) of the Banks Act, 1990)

I hereby certify that .....

previously known as .....

has in terms of section 44(4) of the Banks Act, 1990, been registered by me as a CONTROLLING COMPANY in respect of the bank registered/ to be registered\* as such under the name of:

.....

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks

\*

*Delete whichever is not applicable*

**BA 005**

**APPLICATION FOR APPROVAL OF APPOINTMENT OF AUDITOR(S)**

The Registrar of Banks  
PRETORIA

1. I, the undersigned, chairperson/chief executive officer\* of .....  
.....  
hereby declare that -
  - (a) the total assets of the abovementioned bank as at the close of its last preceding financial year, that is, on.....(yyyy-mm-dd), amounted to R ..... ;
  - (b) in accordance with the provisions of section 269/270\* of the Companies Act, 1973 (Act No. 61 of 1973), a resolution was passed at a meeting of directors/members\* of the said bank, held on ..... (yyyy-mm-dd), to appoint .....  
.....  
(name)  
of .....  
(address)  
and .....  
(name)  
of .....  
(address)  
as auditor(s) of the said bank from .....(yyyy-mm-dd), until the conclusion of the first succeeding annual general meeting of the said bank;
  - (c) as at the date last mentioned in paragraph (b), the following persons were partners in the auditors' firm/firms\* mentioned in paragraph (b): .....  
.....
2. In terms of section 61(2) of the Banks Act, 1990, I hereby apply for your approval of the appointment/ appointments\* set out in paragraph 1(b).
3. The applicable information detailed in 4 below shall accompany each application.

.....  
Date

.....  
Chairperson/Chief Executive Officer\*

Address .....

.....

.....  
\*Delete whichever is not applicable

**FOR OFFICIAL USE**

Approval of appointment of -

- (a) .....  
as auditor granted/refused;\*
- (b) .....  
as auditor granted/refused.\*

.....  
Date

.....  
Registrar of Banks

.....  
\*Delete whichever is not applicable

4. Information required by the Registrar of Banks in considering the approval of the appointment of an auditor for a regulated institution.

**Instructions for completion of the questionnaire**

The form consists of two parts:

**Part A**     Applicable to the audit firm

**Part B**     Applicable to the lead partner

"Responsible partner" means the auditor responsible for the effective functioning of all phases in the audit and for exercising his/her professional judgement, based on the results of the audit procedure, to express an opinion on the fair presentation of the financial statements of the regulated institution.

The responsible partner should be specifically nominated, by the firm being appointed, as the responsible partner on the audit of the regulated institution.

The responsible partner should complete the questionnaire and certify the contents, as set out in the declaration on the last page of this document.

When firms are appointed for the first time, both Parts A and B should be completed.

Space has been provided for any comments that the responsible partner might wish to make that could be relevant to the regulator when considering the application for approval. Should the space provided not be sufficient, the detail may be provided on a separate page, duly cross-referenced to the relevant question.

Although the questions cover various criteria for the qualification or disqualification of audit firms for audit engagements of regulated institutions, the criteria and replies thereto should not be regarded as an automatic qualification or disqualification, or as exhaustive. The criteria have been made as objective as possible, but, naturally, a degree of subjectivity is still present in some criteria, and not all applicable criteria could be foreseen by the regulators.

Furthermore, depending on the complexity and size of the audit of the relevant regulated institution, certain questions may not be appropriate and/or applicable. Where this is the case, the fact and reason for the question not being applicable should be stated.

**Information required by the Registrar of Banks in considering the  
approval of the appointment of an auditor for a regulated institution**

<b>Part A (To be completed in respect of the audit firm)</b>	
<b>I</b>	<b>General objective: Administrative and firm-profile information</b>
1.	Name of firm ..... .....
2.	Business address (postal and physical), telephone and facsimile numbers ..... ..... .....
3.	Full name of responsible partner (including any former names) (The responsible partner should complete Part B of this questionnaire) ..... .....
4.	Number of partners in your firm, number of partners in the office responsible for the assignment and names of key partners involved in the assignment. (Use separate page if necessary) ..... .....
5.	Number of professional assistants in your firm and in the office responsible for the assignment ..... .....
6.	Number of trainee accountants in your firm and in the office responsible for the assignment ..... .....
7.	Details of significant <i>regulated institution(s)</i> audited / to be audited <u>Name</u> <u>Ref no.</u> <u>No. of years engaged in audit</u> ..... ..... .....
8.	Details of institutions similar to <i>regulated institution(s)</i> audited <u>Name</u> <u>Ref no.</u> <u>No. of years engaged in audit</u> ..... ..... .....
<b>II</b>	<b>General objective: Independence of the firm</b>
9.	Do you believe that your firm is organisationally independent from the <i>regulated institution</i> , or the group of which it is part, and is able to maintain an objective frame of mind in accomplishing its audit responsibilities? (Please provide details) ..... .....
9.1	What percentage of your firm's total gross fees per annum are received (or will be received) directly or indirectly from the <i>regulated institution or the group of which it is part</i> ? .....  (The regulators have indicated that, as a rule of thumb, 10 per cent or more of the total gross fees could be regarded as a large portion. Should the percentage indicated above exceed 10 per cent, please provide a motivation as to why you regard it as not impairing the firm's independence, using a separate page if necessary.) ..... .....

III	General objective: Professional proficiency of the firm
10.	Are you of the opinion that sufficient and relevant knowledge, skills and disciplines are available in your firm for the engagement? (Please provide details) ..... .....
11.	Is the responsible partner qualified to act as auditor under the Auditing Profession Act, 2005? ..... .....
12.	What relevant qualifications, if any, in the industry of the <i>regulated institution</i> do you and the key staff to be involved in the engagement possess? ..... .....
13.	Do you and your firm have access to a technical department capable of researching new developments in auditing and accounting standards in the relevant industry of the <i>regulated institution</i> ? (Please provide details) ..... ..... .....
14.	Does your firm have international links with auditors of similar institutions in other countries, in order to share information and expertise and to facilitate the audit of any cross-border activities of the <i>regulated institution</i> ? (Please provide details) ..... ..... .....
15.	Does your firm have access to adequately specialised training for auditors in the industry of the <i>regulated institution</i> ? (Please provide details) ..... ..... .....
16.	Does your firm have access to a library with up-to-date sources of all relevant statements, standards, legislation, regulations, literature, trends and developments within the industry of the <i>regulated institution</i> ? (Please provide details) ..... ..... .....
17.	Does your firm possess or have access to a specialised unit capable of auditing and assessing the adequacy and effectiveness of computerised systems? (Please provide details) ..... ..... .....
18.	Does your firm have an audit approach, techniques and procedures designed to obtain reasonable assurance that misstatements arising from fraud and error that are material to the financial statements as a whole are detected? (Please provide details) ..... ..... .....
19.	Does your firm ensure that its audit approach is kept up to date with regard to developments in the profession and within the industry of the <i>regulated institution</i> ? (Please provide details) ..... ..... .....

<b>III</b>	<b>General objective: Professional proficiency of the firm – continue</b>
20.	Does your firm have a competent quality assurance process that ensures that there is compliance with the firm's internal standards and any externally imposed standards? (Please provide details) ..... ..... .....
21.	Do you have firm and feasible plans to staff the engagement such that its effectiveness can be maintained from year to year, and is continuity of staff part of the policy of your firm? (Please provide details) ..... ..... .....
<b>IV</b>	<b>General objective: Disqualification of the firm</b>
22.	Is the responsible partner qualified to act as auditor, specifically relating to the disqualification criteria stated in section 275 of the Companies Act, 1973? ..... .....
23.	Are there any pending or current lawsuits or professional liability suits against partners of the firm of which the regulator should be aware? (Please provide details) ..... ..... .....
24.	Has your firm previously been engaged by a regulatory authority to perform a special investigation on its behalf that failed to reveal a problem that was subsequently shown to exist? (Please provide details) ..... ..... .....
25.	Does your firm have the knowledge to comply with all the special duties imposed by legislation on the auditor of the specific <i>regulated institution</i> ? (Please provide details) ..... ..... .....



<b>Part B (To be completed by the responsible partner)</b>	
<b>I</b>	<b>General objective: Lead partner information, qualifications and experience</b>
1.	Name of society (of the South African Institute of Chartered Accountants - "SAICA") to which you belong ..... .....
2.	Membership/reference number with SAICA and with the Independent Regulatory Board for Auditors ("IRBA") ..... .....
3.	Professional qualifications and year in which they were obtained. Provide a copy of your <i>curriculum vitae</i> unless it has already been provided to the Registrar. ..... .....
4.	Occupation and employment during the past 10 years. While in auditing, indicate types of client, in particular how many in the <i>regulated institution's</i> industry. ..... .....
5.	Has your registration as a chartered accountant ever been suspended or have you ever been cautioned, reprimanded or fined by the PAAB or IRBA? (Please provide details) ..... ..... .....
6.	Details of attendance of SAICA's workshops relating to the <i>regulated institution's</i> industry? ..... .....
7.	Are you on SAICA's mailing list for receiving documentation of the <i>regulated institution's</i> industry? ..... .....
8.	Do you have a copy of the relevant Acts, regulations and circulars issued by the Registrar of Banks that are in force within the industry of the <i>regulated institution</i> , and are you aware of the contents thereof? ..... .....
<b>II</b>	<b>General objective: Independence of the lead partner</b>
9.	Do you believe that you are independent from the <i>regulated institution</i> , or the group of which it is part, and able to maintain an objective frame of mind in accomplishing your audit responsibilities? (Please provide details) ..... ..... ..... .....
9.1	Do you believe that in, your provision of other consulting services, if any, to the <i>regulated institution</i> , you will always be able to maintain an independent frame of mind in forming opinion regarding the institution? (Please provide details) ..... ..... ..... .....

<b>II</b>	<b>General objective: Independence of the lead partner - continue</b>
9.2	<p>Are you or your firm involved in the management or decision making of the <i>regulated institution</i>, or are you or your firm associated with a service provider of the <i>regulated institution</i>? If yes, please provide a list of services other than audit provided to the <i>regulated institution</i>, as well as an indication of the extent of such services, and whether such services are carried out independently of the responsible partner.</p> <p>.....</p> <p>.....</p> <p>(Actions such as being engaged in the preparation of the financial statements and statutory returns, involvement in the valuation of assets or liabilities for purpose of recording them in the financial statements, acting for the <i>regulated institution</i> in the resolution of litigation that may have a material impact on the financial statements, or performance of services having a direct impact upon senior management, such as their recruitment, could indicate involvement in the management of the <i>regulated institution</i>).</p>
9.3	<p>Do you, as responsible partner, have (or intend to have) a direct line of communication and a working relationship with the board of directors/trustees and audit committee when required by the <i>regulated institution</i>?</p> <p>.....</p> <p>.....</p>
9.4	<p>Is there anything known to you that will prevent the audit relationship from continuing to exist? (Please provide details)</p> <p>.....</p> <p>.....</p> <p>.....</p>
<b>III</b>	<b>General objective: Professional proficiency of the lead partner</b>
10.	<p>What relevant qualifications, if any, in the industry of the <i>regulated institution</i> do you possess (if not covered in question 12 of Part A)?</p> <p>.....</p>
11.	Do you, in your capacity of lead partner, have access to the following resources:
11.1	<p>▪ Technical department, as contemplated in question 13 of Part A?</p> <p>.....</p>
11.2	<p>▪ International links with the auditors of similar institutions, as contemplated in question 14 of Part A?</p> <p>.....</p>
11.3	<p>▪ A library, as contemplated in question 16 of Part A?</p> <p>.....</p>
11.4	<p>▪ A specialised unit, as contemplated in question 17 of Part A?</p> <p>.....</p>
12.	<p>Are you, as lead partner of the engagement, subject to external practice reviews?</p> <p>.....</p> <p>.....</p>
13.	<p>Are you, or will you be, able to show how all problems addressed in the most recent practice reviews report have subsequently been resolved?</p> <p>.....</p> <p>.....</p>
14.	<p>Are you, as lead partner of the engagement, subject to internal peer review from time to time by your partners with appropriate industry experience? (Please provide details)</p> <p>.....</p> <p>.....</p> <p>.....</p>

IV	General objective: Disqualification of the lead partner
15.	Are you qualified to act as auditor, specifically keeping in mind the disqualification criteria covered in section 275 of the Companies Act, 1973? ..... .....
16.	Are there any pending or current lawsuits or professional liability suits pending against you of which the regulator should be aware? (Please provide details) ..... ..... .....
17.	Have you ever been a lead partner engaged by a regulatory authority to perform a special investigation on its behalf that failed to reveal a problem that was subsequently shown to exist? (Please provide details) ..... ..... .....
18.	Have you ever been removed as responsible partner of a regulated institution by a <i>regulatory authority</i> ? (Please provide details) ..... ..... .....

**DECLARATION**

I, the undersigned, the designated auditor of ..... (regulated institution) .....  
 ....., certify that, to the best of my knowledge, the information given in answer  
 to the above questions in Part A and Part B (indicate as applicable) is complete and accurate and not  
 untrue or misleading in any respect.

I undertake, as long as I continue to be the person responsible for the audit of the *regulated institution*,  
 to notify the Registrar of Banks of the *regulated institution* of any material changes, affecting the  
 completeness or accuracy of, to the answers to the questions above, inclusive of any disciplinary  
 action instituted against me by not later than 21 days as from the day that such changes come to my  
 attention.

Name .....

Name of firm or partnership .....

Signed: .....

Date: .....

**APPLICATION FOR PERMISSION TO ACQUIRE SHARES IN A  
BANK/CONTROLLING COMPANY\***

(To be submitted in duplicate)

The Registrar of Banks  
PRETORIA

1. I, the undersigned, a natural person/the duly authorised representative\* of .....

(hereinafter referred to as the applicant), hereby apply in terms of section 37(2)(b) of the Banks Act, 1990, for the permission of the Registrar of Banks/Minister of Finance\* for the acquisition by the applicant of shares in .....

.....  
a bank/controlling company\* registered as such in terms of the said Act (hereinafter referred to as the COMPANY), of which shares-

- (a) the total nominal value\*, or exercisable voting right\*;
- (b) the total nominal value together with the total nominal value of such shares already held by the applicant\*, or exercisable voting right together with the exercisable voting rights of such shares already held by the applicant\*;
- (c) the total nominal value together with the total nominal value of such shares already held by the applicant and his/her/its associate or associates\*, or exercisable voting right together with the exercisable voting rights of such shares already held by the applicant and his/her/its associate or associates\*;

amounts to -

- (i) more than 15 per cent but not exceeding 24 per cent\*;
- (ii) more than 24 per cent but not exceeding 49 per cent\*;
- (iii) more than 49 per cent but not exceeding 74 per cent\*;
- (iv) more than 74 per cent\*;

of the total nominal value of a specified class of shares or all the issued shares, or exercisable voting right of a specified class of shares or all the issued shares, as the case may be, of the COMPANY.

2. The total nominal value of or exercisable voting right attached to shares in the COMPANY currently held by the applicant and his associate/associates\* constitutes the following percentage of the total nominal value of a specified class of shares or all the issued shares, or exercisable voting right of a specified class of shares or all the issued shares, as the case may be, of the COMPANY:

- (a) Shares held by the applicant: ..... per cent.
- (b) Shares held by associate/s of the applicant (furnish percentage/s opposite name/s of associate/s):

- (i) ..... : ..... per cent  
(Add paragraphs as necessary)

3. I submit, with this application, a written statement containing the information prescribed by regulation 55(2) of the Regulations relating to Banks.

.....  
Date

.....  
*Applicant*

Applicant's address .....

.....  
.....

**FOR OFFICIAL USE**

Permission for acquisition of shares granted/refused.\*

.....  
*Registrar of Banks\**

.....  
Date

.....  
*Minister of Finance\**

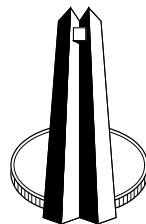
\*Delete whichever is not applicable

**55. Application for permission to acquire shares in a bank or controlling company**

(1) An application under section 37(2)(b) of the Act for the permission, in terms of section 37(2)(a) of the Act, of the Registrar or the Minister, as the case may be, for the acquisition of shares in a bank or controlling company, shall be submitted to the Registrar in duplicate, on form BA 007, as prescribed by regulation 53.

(2) An application under subregulation (1) shall be accompanied by a written statement containing the information specified below.

- (a) Full particulars of the applicant's shareholding in any associate, as defined in section 37(7) of the Act, of the bank or controlling company to which the application relates, specifying the name of each such associate and the percentage that the total nominal value of or exercisable voting right attached to the applicant's shareholding in such associate constitutes of the total nominal value of or exercisable voting right attached to a specified class of share or all the issued shares, as the case may be, of such associate.
- (b) Full particulars of the applicant's shareholding in any bank or controlling company other than the bank or controlling company to which the application relates, specifying the name of each such other bank or controlling company and the percentage that the total nominal value of or exercisable voting right attached to the applicant's shareholding in such other bank or controlling company constitutes of the total nominal value of or exercisable voting right attached to a specified class of share or all the issued shares, as the case may be, of such other bank or controlling company.
- (c) In the case of the applicant being a company, the names of the company's directors.
- (d) Particulars of all other corporate undertakings in which the applicant holds a shareholders' interest of 25 per cent or more.
- (e) The reason for the applicant's desire to acquire the shares in question in the bank or controlling company concerned.



Certificate No.

**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

**CERTIFICATE OF CHANGE OF NAME**

(Section 56(5)(b) of the Banks Act, 1990)

I hereby certify that .....

has, with my approval in terms of section 56(5)(b) of the Banks Act, 1990, changed its name to .....

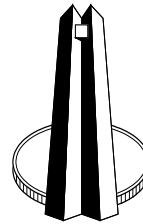
.....

and that I have entered the new name in the register of banks.

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks

**BA 008**



Certificate No.

**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

**CERTIFICATE OF AUTHORISATION FOR THE CONDUCTING OF THE BUSINESS OF A BANK BY A  
FOREIGN INSTITUTION BY MEANS OF A BRANCH IN THE REPUBLIC OF SOUTH AFRICA**

(Section 18A of the Banks Act, 1990)

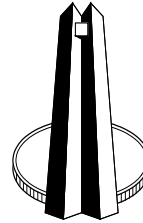
I hereby certify that .....  
being an institution which lawfully conducts the business of a bank and which has been established in ..... (foreign country), has in  
terms of section 18A(6) of the Banks Act, 1990, been granted authorisation by me, with effect from ..... , to conduct the business of a bank  
by means of a branch in the Republic of South Africa.

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks

BA 009





Certificate No.

**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

**CERTIFICATE OF AUTHORISATION FOR THE ESTABLISHMENT OF A  
REPRESENTATIVE OFFICE**

(Section 34(2C) of the Banks Act, 1990)

I hereby certify that .....

has in terms of section 34(2C) of the Banks Act, 1990, been granted consent to establish and maintain a representative office in the Republic of South Africa.

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks

**BA 010**

**56. Application for permission to acquire or establish subsidiaries, joint ventures, branch offices, divisions, other interests and representative offices of banks or controlling companies**

(1) An application under section 52(2) of the Act for the permission, in terms of section 52(1) of the Act, of the Registrar for the acquisition or establishment of subsidiaries, joint ventures, branch offices, divisions, other interests and representative offices of banks or controlling companies shall be submitted to the Registrar.

(2) An application, in writing, under subregulation (1) for the acquisition or establishment of-

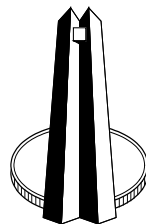
(a) a local subsidiary or local joint venture shall contain the following information:

- (i) name of applicant;
- (ii) name of interest to be acquired or established, together with the name of the said interest's external auditors and its financial year-end;
- (iii) brief reasons for the acquisition or establishment;
- (iv) key features of the transaction, for example, shareholding and control, purchase price, price exposure to loss, acquisition costs as a percentage of capital and reserve funds of applicant, size of the subsidiary in relation to the bank and/or banking group;
- (v) main activities to be conducted;
- (vi) proposed date of disposal if acquired as security for an advance or loan granted;
- (vii) details of the management of the proposed subsidiary or proposed joint venture, including-
  - (A) names and experience of key personnel;
  - (B) impact that management of the subsidiary or joint venture will have on management of the bank and/or banking group, for example, the extent to which current management will be deployed or additional human resources will be required;
- (viii) any other relevant information;
- (ix) undertakings that-
  - (A) the entity will not establish or acquire any other entities without the prior written approval of the Registrar;
  - (B) the Registrar will be advised timeously of the disposal of the entity by the applicant;

- (C) a detailed organogram reflecting all interests under the bank or controlling company shall be furnished to the Registrar on 31 March and 30 September of each year, or in the event of any major change in the group structure, shall be furnished to the Registrar within 30 days of the aforementioned dates or such change;
- (x) whether the transaction will materially influence the financial and risk position of the bank and, if this is the case, a copy of the due diligence report compiled by the external auditors and/or internal staff; or
- (b) an interest outside the Republic, including a subsidiary, joint venture, branch office or representative office, shall contain the following additional information:
  - (i) advantages to the applicant and South Africa;
  - (ii) details of transaction, such as the ultimate identity of the seller, purchase price, form of payment and effective date;
  - (iii) in the event of an acquisition, a copy of the due diligence report compiled by the external auditors and/or internal staff;
  - (iv) copy of the business plan;
  - (v) whether the Financial Surveillance Department of the Reserve Bank has been approached;
  - (vi) copies of all relevant documentation;
  - (vii) impact of acquisition or formation on bank or controlling company regarding -
    - (A) profitability;
    - (B) capital adequacy;
    - (C) overall risk profile;
    - (D) undertakings required of a local institution by foreign authorities;
    - (E) contagion potential; and
    - (F) worst-case scenario;
  - (viii) particulars of the directors, names, nationalities and *curricula vitae*, together with completed forms BA 020, as prescribed in regulation 42;
  - (ix) name and *curriculum vitae* of chief executive officer, together with a completed form BA 020, as prescribed in regulation 42;

- (x) names, experience and nationalities of top management, together with completed forms BA 020, as prescribed in regulation 42. The impact that management of the subsidiary or joint venture will have on management of the bank and/or banking group, for example, the extent to which current management will be deployed or additional human resources will be required;
- (xi) under a heading 'Group Structure' -
  - (A) direct and indirect shareholding; and
  - (B) detailed organisational chart, also reflecting "front" companies/structures;
- (xii) the following details regarding the host country-
  - (A) whether or not exchange control is applicable;
  - (B) whether approval has been obtained from the host country (supported by relevant documentation);
  - (C) nature of supervisory functions performed by host country; and
  - (D) evaluation of country risk in respect of the host country;
- (xiii) financial analysis, if acquisition, that is-
  - (A) balance sheet;
  - (B) income statement;
  - (C) valuation;
  - (D) relevant ratio analysis;
  - (E) capital adequacy; and
  - (F) other relevant details;
- (xiv) business conducted or proposed to be conducted, including-
  - (A) details of how the business will be funded;
  - (B) nature of the business to be conducted;
  - (C) main sources of income;
  - (D) projections; and
  - (E) classification of the business as principal and/or agent; and
- (xv) an opinion on the ability of the company to submit the required BA returns.

- (c) a division shall contain the following information:
- (i) name of applicant;
  - (ii) name of division to be acquired or established;
  - (iii) brief reasons for the acquisition or establishment;
  - (iv) key features of the transaction, for example, shareholding and control, purchase price, price exposure to loss, acquisition costs as a percentage of capital and reserve funds of applicant, size of the division in relation to the bank and/or banking group;
  - (v) main activities to be conducted;
  - (vi) details of the management of the proposed division, including-
    - (A) names and experience of key personnel;
    - (B) impact that management of the division will have on management of the bank and/or banking group, for example, the extent to which current management will be deployed or additional human resources will be required;
  - (vii) any other relevant information;
  - (viii) undertakings that the Registrar will be advised timeously of the disposal of the division by the applicant;
  - (ix) whether the transaction will materially influence the financial and risk position of the bank and, if this is the case, a copy of the due diligence report compiled by the external auditors and/or internal staff.



# **SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

## **ANNUAL BUSINESS LICENCE TO CONDUCT THE BUSINESS OF A REPRESENTATIVE OFFICE**

(Section 35 of the Banks Act, 1990)

Licence certificate **No.**

I hereby certify that .....

has in terms of section 35 of the Banks Act, 1990, paid its annual licence fee, amounting to ....., plus penalty (if applicable)

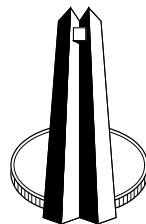
amounting to ....., for the period ending as indicated below.

Year ending 31 December .....

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks

**BA 021**


**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

**ANNUAL BUSINESS LICENCE TO CONDUCT  
THE BUSINESS OF A BANK**

(Section 35 of the Banks Act, 1990)

Licence certificate **No.**

I hereby certify that .....

has in terms of section 35 of the Banks Act, 1990, paid its annual licence fee, amounting to ....., plus penalty (if applicable)

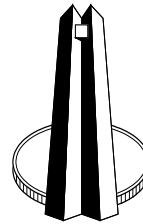
amounting to ....., for the period ending as indicated below.

Year ending 31 December .....

DONE at Pretoria this ..... day of .....

.....  
Registrar of Banks

**BA 022**


**SOUTH AFRICAN RESERVE BANK**

Republic of South Africa  
Banks Act, 1990  
Office for Banks, Pretoria

Licence certificate **No.**

**ANNUAL BUSINESS LICENCE FOR THE CONDUCTING OF THE BUSINESS OF A BANK BY A FOREIGN INSTITUTION BY MEANS OF A BRANCH IN THE REPUBLIC OF SOUTH AFRICA**

(Section 35 of the Banks Act, 1990)

I hereby certify that .....

has in terms of section 35 of the Banks Act, 1990, paid its annual licence fee, amounting to ....., plus penalty (if applicable) amounting to ....., for the period ending as indicated below.

Year ending 31 December .....

DONE at Pretoria this ..... day of .....

Registrar of Banks

**BA 023**



## **57. Application for permission to sell immovable property**

(1) An application for the permission of the Registrar, in terms of section 91(2)(b) of the Act, for a director or employee of a bank or controlling company, or any company in which such director or employee has a direct interest, to purchase any immovable property owned by or mortgaged to that bank or the bank in respect of which that controlling company is registered, shall be submitted to the Registrar prior to the property being sold and shall contain the information specified in subregulation (2).

(2) An application in terms of subregulation (1) to sell immovable property shall contain the following information:

- (a) the name of the applicant bank;
- (b) the name of the director or employee who made the offer to purchase;
- (c) full details of the property, including:
  - (i) a detailed valuation of the property by the bank; and/or
  - (ii) a detailed valuation of the property by an independent registered valuer;
- (d) the purchase price offered;
- (e) full name and last known address of the person from whom the property has been repossessed;
- (f) the outstanding balance of the loan at the date of repossession;
- (g) the date on which the property was repossessed;
- (h) an undertaking from the applicant bank that, regardless of the accounting policy adopted by the applicant bank, no enrichment, at the expense of the person from whom the property was repossessed, will take place as a result of the property being sold to a director or employee of the applicant bank; and
- (i) an opinion of the bank on the desirability of accepting the offer received,

but shall not include the deed of sale.