

**STATE OF ANJOUAN  
UNION OF COMOROS**



**STATUTORY RULES AND ORDERS**

**005A of 2005.**

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**(Published February 5<sup>th</sup> 2005 )**

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**IN EXERCISE** of the powers conferred by section 26 of the International Banking Act, 005 of 2005, the Minister acting on the advice and recommendation of the Anjouan Offshore Finance Authority makes the following Regulations:-

**INTERNATIONAL BANKING ACT REGULATIONS, 005A OF 2005**

1. **Citation and commencement:**

These Regulations may be cited as the International Banking Act Regulations 005A of 2005, and shall come into operation on the 20<sup>th</sup> day of February 2005.

2. **Interpretation:** In these Regulations:-

“**Offshore banking business**” has the meaning prescribed in section 2 of the Act, but does not include transactions concerning:-

- (a) amounts of money in foreign currencies or in foreign securities;
- (b) personal or movable property situated outside the State;

- (c) real or immovable property situated outside the State; for non resident persons for which trust assets are to be administered, managed or invested or otherwise dealt with for the benefit of such non resident persons and any activities related, incidental or ancillary thereto nor shall a licence under the Act be required for the carrying out or the acceptance in trust of such business unless the person providing such service additionally provides offshore banking services.

**3. Application fees for licensing:**

- (1) An application for a licence under section 4 of the Act, whether for a Class I or Class II licence as described in section 8 of the Act shall be made in duplicate in Form 1 of the Second Schedule and shall be forwarded together with the applicable application fee prescribed in the First Schedule.
- (2) The licence fee payable upon the approval of the application for a licence shall be as prescribed in the First Schedule.
- (3) The License fee will be paid to Anjouan Corporate Services Ltd.

**4. Form of licence:**

A licence granted on an application referred to under regulation 3 shall be in the form prescribed in Form 2 of the Second Schedule.

**5. Display of licence:**

A licence granted on an application referred to under regulation 3 shall be prominently displayed by the licensee on the premises where the offshore banking business is carried on in the State by:-

- (a) posting the licence on a wall in the main entrance, foyer or hall; or
- (b) displaying the licence by some other method whereby the licence may be easily seen upon first entering the premises of the licensee.

**6. Form and fees for renewal of licence:**

- (1) A licensee shall renew its license each year on its anniversary by submitting in duplicate, Form 3 prescribed in the Second Schedule duly completed together with the appropriate annual renewal fee prescribed in the First Schedule.
- (2) In the event that a licensee fails to renew a licence in the prescribed time, the licensee shall pay a surcharge of one-twelfth of applicable annual renewal fee for each month, or part of a month that the fee is in arrears, unless the License is suspended by the Authority.

- (3) The Authority shall cause a notice of non-renewal of fees to be issued to a licensee which has failed to file a renewal application with the renewal fee or has filed a renewal application which is deficient by reason of:-
  - (a) improper information;
  - (b) any other deficiency.
- (4) A notice of non-renewal shall be as prescribed in Form 4 of the Second Schedule.
- (5) A licensee who fails a renewal application within the prescribed time together with the required fee shall forfeit its licence and if such licensee continues in offshore banking business commits an offence under section 3 of the Act and shall if convicted be liable to the penalty provided under that section.
- (6) Notwithstanding the provisions of paragraph (5) a licensee who:-
  - (a) submits a renewal application within thirty days of the date of a notice of non-renewal;
  - (b) pays a surcharge of one-twelfth of the annual renewal fee

shall not forfeit its licence nor be liable under the provisions of section 3 of the Act.

**7. Licence for an extended period of time:**

A licensee who holds a valid licence for a period of five consecutive years may apply for a renewal of its licence for an extended period not exceeding fifteen years from the date of application by submitting in duplicate Form 5 of the Second Schedule duly completed and by payment of the annual renewal fee prescribed in the First Schedule multiplied by the number of years of required extension and by starting the merits of granting to the licensee a licence for such extended period.

**8. Application of registered agent:**

An application for a licence under section 4 of the Act shall designate one registered agent who shall not be an official of the applicant and the grant of a licence to the applicant shall signify the approval of the registered agent by the Authority.

**9. Notification of change of principal office or agent:**

- (1) A licensee shall under section 7(2) of the Act, notify the Authority of any change in the location of its office in the State or of any change of its registered agent within five days of such change by submitting in duplicate Form 6 prescribed in the Second Schedule duly completed.

- (2) A licensee which fails to comply with the provisions of paragraph (1) within the prescribed time shall forfeit its licence and any continuation of offshore banking business shall be in contravention of section 3 of the Act.
- (3) Notwithstanding the provisions of paragraph (2) a licensee who:-
  - (a) submits a notice within thirty days of:-
    - (i) Any change in the location of its office in the State;
    - (ii) Any change of its registered agent;
  - (b) pays a surcharge of one-twelfth of the annual renewal fee,shall not forfeit its licence or be liable under section 3 of the Act.

10. **Class I Licence:**

- (1) A Class I Offshore Banking Licence shall permit the licensee to provide offshore banking services to non-residents pursuant to section 8(a) of the Act.
- (2) An application for a Class I Offshore Banking Licence shall so designate on the application and provide the information required on Form 1 of the Second Schedule.

11. **Class II Licence:**

A Class II Offshore Banking Licence shall permit the licensee to provide offshore banking services to non-residents pursuant to section 8(b) of the Act:-

- (1) Provided that the licensee may provide offshore banking services only to non-residents specifically named in its application for such licence in Form 1 of the Second Schedule and approved by the Authority.
- (2) A Class II Licensee which desires to provide offshore banking services to non-residents who are not approved by the Authority shall notify and await the approval of the Authority prior to providing offshore banking services to such non-residents.
- (3) A notice and request for approval shall be submitted to the Authority in the form prescribed in Form 7 of the Second Schedule.
- (4) The Authority may approve in its sole discretion any or all of the non-residents and shall notify the licensee of any such approvals by re-delivering to the licensee its submitted Form 7 of which shall be shown any approvals granted.

- (5) A Class II licensee may at any time cease from providing offshore banking services to approved non-residents and shall notify the Authority of such cessation of services on its next renewal application pursuant to regulation 6.

**12. Approval of banking business with residents:-**

A Class I or Class II licensee which desires to carry on any banking business not expressly permitted by the Act or the Regulations shall deliver to the Authority a written undertaking in duplicate stating the merits of, and requesting approval for, providing such banking services to such Resident and the filing fee for submission of documents prescribed in the First Schedule.

**13. Deposit or investment of funds for Class I Licence:-**

- (1) An applicant for a Class I licence shall upon or before delivery of its application for an offshore banking licence in addition to the requirements of regulation 3 either:-
  - (i) deposit the sum of at least one hundred thousand US dollars (US\$100,000.00) within the national bank and deliver with its application proof of such deposit in the form of a deposit receipt from the bank in the form customarily delivered by such bank; or
  - (ii) invest the sum of at least one hundred thousand US dollars (US\$100,000.00) in bonds other government securities determined by the Offshore Finance Authority from time to time and deliver with such application proof of such investment in the form of copies of certificates or other receipt issued by the State.
- (2) A Class I Licensee shall at all times maintain the deposit or investment in accordance with paragraph (1) and shall deliver proof of the maintenance of such deposit or investment upon renewal of its licence under regulations 6 and 7 or upon the request of the Authority in the form of a statement of account.

**14. Deposit and maintenance and funds for Class II Licence:**

- (1) An application for a Class II offshore banking licence shall upon or before delivery of its application for an offshore banking licence in addition to the requirements of regulation 3 either:-
  - (i) deposit the sum as determined by the Authority and deliver with its application proof of such deposit in the form of a deposit receipt from the bank in the form customarily delivered by such bank; or
  - (ii) invest the sum of at least one hundred thousand US dollars (US\$100,000.00) in bonds other government securities determined by the Offshore Finance Authority from time to time.

- (2) A Class II licensee shall at all times maintain the deposit or investment in accordance with paragraph (1) and shall deliver proof of the maintenance of such deposit upon renewal of its licence under regulations 6 and 7 or upon the request of the Authority in the form of a statement of account or a receipt in the form customarily delivered by such bank.

**15. Certificate of tax exemption:**

- (1) A licensee may at any time apply to the Authority for a certificate of tax exemption pursuant to section 20(6) of the Act by delivering to the Authority a written request in duplicate.
- (2) A certificate shall be in the form prescribed in Form 8 in the Second Schedule and shall be sent free of charge to the licensee by the Authority within thirty days from receipt of the written request.

**16. Savings for certain existing operations, renewal and pro rated fees:-**

- (1) A licensee may apply for renewal of its licence pursuant to regulation 6 upon expiration of an Offshore Banking Licence granted under the Act or it may apply for a licence for an extended period pursuant to regulation 7.
- (2) If the licence referred to in paragraph (1) or (3) will expire prior to the 31<sup>st</sup> day of December in the year of application the licensee shall pay the applicable annual renewal fee pro rated for the remainder of that year plus the fee for the year next following and such licence if granted shall expire on the 31<sup>st</sup> day of December of the year next following.
- (3) Upon the expiration of an Offshore Banking Licence granted under the International Companies Act, the licensee shall apply for a renewal of the licence pursuant to regulation 6 or 7.

**17. Revocation of Registered Agent Licence:**

Where the Authority has revoked the licence of a registered agent under the Act, it shall send a notice to the licensee in the form set forth in Form 9 of the Second Schedule.

## **FIRST SCHEDULE**

### **STATE OF ANJOUAN**

#### ***FEEES APPLICABLE TO INTERNATIONAL BANKS ARE DETERMINED BY THE ANJOUAN OFFSHORE FINANCE AUTHORITY***

1. Application Fee Class I  
Application Fee Class II  
Class I Licence Fee  
Class II Licence Fee
2. Annual Renewal Fees  
Class I Licence  
Class II Licence
3. Filing fee for submission of documents to the  
Offshore Finance Authority
4. Copy or extract of any document submitted to  
Offshore Finance Authority
5. Application for Certificate of Tax Exemption.

**SECOND SCHEDULE**

**STATE OF ANJOUAN**

**APPLICATION FOR OFFSHORE BANKING LICENCE**

(Complete in Duplicate)

Every International Business Company applying for a licence under the International Banking Act 2005 shall furnish to the Offshore Finance Authority the following particulars. The Applicant shall also confirm that a bank transfer has been made for the Application Fee in the amount specified in the First Schedule as set out below:-

1. Class of Licence and Fee (in US Dollars):-

Class I

Class II

2. Name of Applicant: \_\_\_\_\_

3. Address in the State of its place of business: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

4. Name and address of the registered agent in the State: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

5. The names, addresses, citizenship and residency of all directors. At least one director must be a Resident of the State:-

| <i>Name</i> | <i>Address</i> | <i>Citizenship</i> | <i>Residency</i> |
|-------------|----------------|--------------------|------------------|
|-------------|----------------|--------------------|------------------|

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



6. The names and addresses of all shareholders:-

| <i>Name</i> | <i>Address</i> |
|-------------|----------------|
| _____       | _____          |
| _____       | _____          |
| _____       | _____          |

7. The names and addresses of all officers and managers:-

| <i>Name</i> | <i>Office</i> | <i>Address</i> |
|-------------|---------------|----------------|
| _____       | _____         | _____          |
| _____       | _____         | _____          |
| _____       | _____         | _____          |

8. Names and addresses of solicitors, if any, to the Applicant. Attach a letter from the solicitors confirming that they act from the Applicant:-

|       |
|-------|
| _____ |
| _____ |
| _____ |

9. Names and addresses of auditors of the Applicant. Attach a letter from the auditors confirming that they act for the Applicant:-

| <i>Name</i> | <i>Address</i> |
|-------------|----------------|
|-------------|----------------|

10. Attach evidence of incorporation of the company in the State and that the company is an “eligible company”:-

- (a) Attach a copy of the articles of incorporation and by-laws of the Applicant company verified by an affidavit sworn by the Resident director of the Applicant;
- (b) Attach a verification that at least one director of the company is a resident of the State.
- (c) Attach a description of the company’s anticipated offshore bank business.

11. Attach evidence in writing that the Applicant itself or some person directly or indirectly connected with the Applicant is possessed of solid and practical experience in banking business, as the case may be. Such evidence may include a curriculum vitae, letters of past employment or other pertinent materials.

12. Attach undertaking in writing to provide and set apart:-
  - (a) a fully paid-up capital fund before or at the time it commences business, or
  - (b) a guarantee under seal given by a holding or parent or other company approved by the Authority which shall expressly provide that its formal validity, its essential validity, its interpretation and effect and the rights and obligations of the parties to it are governed exclusively by the laws of the State and that the Court of Anjouan shall be the only forum for these purposes.

An Applicant for a Class I licence shall establish and maintain a capital fund with fully paid-up capital of, or a guarantee of, not less than one million US dollars (US\$1,000,000.00) or its equivalent in another currency. An applicant for a Class II licence shall establish and maintain a capital fund with fully paid-up capital of, or a guarantee of, not less than five hundred thousand US dollars (US\$500,000.00) or its equivalent in another currency pursuant to section 10 of the Act.

13. Attach proof of required deposit with the National Bank in the amount of five hundred thousand US dollars (US\$500,000.00) for a Class I applicant or one hundred thousand US dollars (US\$100,000.00) for a Class II applicant, pursuant to section 10(1)(b) and section 10(2)(b) of the Act.
14. Attach character references in writing or other written references demonstrating that neither the Applicant nor any director or officer of the Applicant has a criminal record either in the State or elsewhere.
15. Attach the annual account of the Applicant or of its holding company, if any, for the preceding three years. Thereafter, the Applicant shall provide to the Authority annual accounts duly audited and certified by an independent auditor.
16. Attach a statement of assets and liabilities at the end of the month prior to the submission of the Application certified by a director or senior officer.
17. Attach the names of all subsidiary companies of the Applicant with addresses of their registered offices.
18. Attach a statement of capital of any other company held, directly or through a subsidiary, as an asset of the Applicant.
19. Attach at least 3 references, including one from an internationally registered bank.
20. If Application is being made for a Class II licence, attach a list of the names, addresses, citizenship and nationality of the proposed non-resident customers of the licensee, as required by sec. 8(b) of the Act.

The undersigned hereby affirms that he/she is authorised to execute this Application on behalf of the Applicant and that the information contained in this Application is true and accurate as of the date shown below.

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

APPLICANT: \_\_\_\_\_

Form 2

**STATE OF ANJOUAN**  
**INTERNATIONAL BANK S ACT, 2005**  
**(SECTION 4(4))**  
**OFFSHORE BANKING LICENCE**

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Name of International Bank

I hereby certify that the above-mentioned International bank is Licensed as of

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Date of Grant of Licence

under the International Banking Act, 2005. Law No 005 of 2005 to engage in offshore banking business in the following class:-

Class I

Class II

Given under my hand, this \_\_\_\_\_ day of \_\_\_\_\_ 20

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Offshore Finance Authority

Evidence in writing that the applicant itself or some person directly or indirectly connected with the applicant is possessed of solid and practical experience in banking business, as the case may be.

The following:-

- (a) an undertaking in writing to provide and set apart a fully paid-up capital fund before or at the time it commences business, such as the Authority may in its determine based upon the class of licence for which application is being made, or by a guarantee under seal of such sum given by a holding or parent or other company approved by the Authority; and
- (b) the guarantee referred to in paragraph (a) shall expressly provide that its formal validity its essential validity, its interpretation and effect and the rights and obligations of the parties to it are governed exclusively by the laws of the State and that the courts of the State only shall be the forum for these purposes.

Character references in writing together with such other evidence as the Authority may require that neither the applicant nor any director or officer of the applicant has a criminal record either in the State or elsewhere.

Annual accounts of its holding company, if any, for the preceding three years and thereafter annually duly audited and certified by an independent auditor.

Names of all subsidiary companies of the applicant with addresses of their registered offices.

A copy of the articles of incorporation and by-laws of the applicant company, verified by an affidavit sworn by the Resident director of the applicant.

References, including one from a bank.

Statement of assets and liabilities at the end of the month prior to the submission of the application certified by a director or senior officer.

Statement of capital of any other company held, directly or through a subsidiary, as an asset of the applicant.

If application is being made for a Class II licence, the list or description of the proposed customers of the licensee, as required by section 8 of the Act.

Passed in the Anjouan Parliament this 5th day of February 2005