

Bank of South Sudan
Directorate of Supervision, Research and Statistics
Banking Supervision Department

Terms of Licence to engage in Banking Activities in South Sudan
- Check List

Stage One - Preliminary Approval

1. The founders of a bank shall file with the BSS an application for preliminary approval, which shall include the following information and documents:
 - a) Completed Application Form (Attachment 1);
 - b) Non-refundable application fee (US\$ 10,000 or equivalent in South Sudanese Pounds);
 - c) Certificate of incorporation;
 - d) Memorandum and Article of Association showing that the applicant is a public Limited Company with minimum shareholders not less than seven (7) shareholders; and their shares should not exceed 20% for each.
 - e) Certified Copy of board resolution authorising licence application;
 - f) Completed information sheet (Attachment 2) by the applicant and each substantial shareholder;
 - g) Completed personal declaration form (Attachment 3) by each of the proposed Directors, Officers, and Substantial Shareholders;
 - h) Chairman Declaration Form (Attachment 4) attached to each information sheet;
 - i) Identification of the founders, information confirming that each founder is a fit and proper person, the expected amount, if any, of their shareholdings, and identification of all persons with which any founder has close links;
 - j) Information pertaining to the source of funds that the founders plan to use for the bank's initial capital (including, in particular, if any of the funds to be used for the bank's initial capitalization would be furnished by any person other than the founders, identification of that person and information confirming his status as a fit and proper person);
 - k) Business plan and financial projections for first five years of operation;
 - l) The bank's proposed policies and procedures for risk management and internal controls;
 - m) Names of proposed members of the bank's board of directors their number should not exceed 9 members and senior managers, confirmation that each such person is a fit and proper person, and information relating to their experience and qualifications in accordance with sections 10 - 14 of the BSS Regulation no. 7/2012, on *Terms of licence to engage in banking activities*;

- n) If any person will have a significant participation in the bank, the information prescribed by BSS Regulation no. 13/2012 on *Significant participations in banks and bank holding companies* with regard to each such person;
 - o) If the bank will be a subsidiary of a foreign regulated financial sector entity, proof that the competent authority of the applicant's home country has granted approval for the establishment of a bank in South Sudan, or confirmation that no such approval is required under the law of such foreign country;
 - p) No objection from home country supervisory authority (foreign bank);
 - q) Description of Board responsibilities;
 - r) Organisational chart indicating departments with names of the proposed senior managers;
 - s) Proposed location where the bank will operate; and
 - t) Any other information that the BSS deems appropriate or necessary to fulfil the purposes of the Banking Act, and regulations of the BSS promulgated thereunder.
 - u) Tax Registration Certificate
 - v) Required paid – up capital of US\$ 15 million or equivalent in South Sudanese Pounds (for Local applicants) or US\$ 30 million (for foreign applicants) has been paid in full.
2. Within three months from the date of its receipt of a complete application for preliminary approval, the BSS shall take a decision on the application and notify the applicant of its decision in writing. Decisions refusing preliminary approval or attaching conditions or restrictions to such approval.
3. The BSS shall not grant preliminary approval for a banking licence unless it is satisfied as to the following factors:
- a) The compliance of the founding documents (memorandum and Article of Association) to the requirements.
 - b) The qualifications, experience, and status as a fit and proper person of all proposed directors and managers of the bank;
 - c) If any person will hold a significant participation in the bank, that no grounds exist for refusal under BSS regulation no. 13/2012 on significant participations in Banks and Banking holding companies;
 - d) The business plan and other materials submitted by the applicant demonstrate that the bank will be profitable after three years of operation;
 - e) The bank will have adequate policies and procedures for risk management and internal controls;
 - f) If the bank will be a subsidiary of a foreign regulated financial sector entity, proof that the competent authority of the founder's home country has granted approval for the establishment of a bank in South Sudan, if such approval is required under the law of the home country;
 - g) The source of funds to be used for the bank's initial capitalization; and
 - h) If any of the funds to be used in the bank's initial capitalization would be furnished by any person other than the founders that this person is a fit and proper person.

Stage Two - Final Approval

1. Banking Licence is issued by the BSS following a grant of preliminary approval, and under the following additional conditions:
 - a) Preparation of suitable premises in a secured location that meet BSS minimum standards (Attachment 5);
 - b) Supervision Department of BSS to inspect the premises before a final licence is granted;
 - c) The bank has sufficiently trained staff and management information systems to handle its expected activities;
 - d) Any significant change in circumstances following the granting of preliminary approval must be promptly reported to the BSS, and must be approved by the BSS before the licence will be issued;
 - e) The banking licence process must be completed by the applicant within six months following the grant of preliminary approval; and
 - f) The bank has put in place adequate payment systems (MIS).
 - g) The new licensed bank should note that BSS will not allocate Foreign Exchange for a period of one year. The branch should depend on its own resources.
2. The BSS shall not grant banking licence if:
 - a) The conditions listed above are not fulfilled within six months following the grant of preliminary approval; or
 - b) The BSS becomes aware of facts that indicate a significant change in circumstances upon which preliminary approval was granted, and such change was not approved by the BSS.

APPLICATION FOR A LICENCE TO ESTABLISH A BANK

The Governor,
Bank of South Sudan
JUBA

1. I, the undersigned, acting as principal/promoter/in the capacity of duly authorised agent on behalf of _____
a Company incorporated under the Laws of South Sudan ("the principal"), hereby apply for a licence in accordance with the Bank of South Sudan Regulation No. 2012-7 on the 'Terms of Licence to Engage in Banking Activities,' to establish a bank in South Sudan.
2. I submit herewith the documentation specified in the BSS Regulation No. 2012-7 'Terms of Licence to Engage in Banking Activities.'

Applicant_____

Date_____

Applicant's address:

Principal's address:

Certification and Undertaking

I, the undersigned, _____, hereby certify that all information contained in and accompanying this application is complete and accurate to the best of my knowledge and belief. I undertake to notify the BSS without delay of any material change in the particulars of this application.

Sworn at _____ on this _____ day of _____ 20____

Signature of Deponent Principal/ Promoter/Agent
Deponent understands the contents of this declaration.

Before me,

COMMISSIONER FOR OATHS

PERSONAL DECLARATION FORM

(For individuals who are, or are proposing to become directors, managers, or substantial shareholders of a bank)

Name and capacity of person making this declaration:

1	Name of institution in connection with which this form is being filled ("the institution")
2	Full names of the person making this application
3	Former surname(s) and /or forenames by which you may have been known:
4	Please state the capacity under which you are completing this form, i.e. as a current or prospective director, or manager or any combination of these. Please state your full title and describe the particular duties and responsibilities attaching to the position(s) which you hold or will hold. If you are completing this form in the capacity of director, indicate whether, in your position as director, you have or will have executive responsibility for the management of the institution's business. In addition, please provide a copy of your curriculum vitae unless it is already provided.
5	Your date and place of birth:
6	Citizen of: (country)
	Since: (year)
	Resident of: (country)
	Since: (year)
7	Present business address (in South Sudan since - year):
	Present business address (outside South Sudan since - year):

8	Present residential address (in South Sudan since - year):
	Present residential address (outside South Sudan since - year):
9	Professional & academic qualifications
	Highest academic qualification (particulars and year obtained):
	Special awards or honours, if any (particulars and year obtained):
	Training courses and seminars (particulars and year obtained):
	Membership in professional organisations (particulars and year obtained):
10	Occupation or employment (present or most recent and for the past ten years) <i>Name & business of employer</i> <i>Positions held</i> <i>Period (from-to)</i>
11	Names and addresses of your bankers within the last three years:

12	<p>Bodies corporate (other than the institution) where you are now a director, officer, shareholder, or manager? Give relevant dates</p>
13	<p>Bodies corporate other than the institution and those listed above where you have been a director, shareholder, controller or manager at any time during the last three years. Give relevant dates</p>
14	<p>Have you, in South Sudan or elsewhere, been dismissed from any office or employment, or subjected to disciplinary proceedings by your employer or barred from entry to any profession or occupation? If so, give particulars:</p>
15	<p>Past and present business affiliations (direct and indirect):</p> <p>(i) Nature of Business -</p> <p>(ii) Nature of affiliation (i.e. director, officer, share holder with...% holdings specified etc.) -</p> <p>(iii) Period (month & year) -</p>
	<p>a)</p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p>
	<p>b)</p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p>
	<p>c)</p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p>
	<p>d)</p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p>

16	Do any of the above business affiliations maintain a business relationship with the institution? If so, give particulars.
17	Do you hold or have you ever held or applied for a license or equivalent authorisation to carry on any business activity in the South Sudan or any other country? If any such application was refused or withdrawn after it was made or any authorization was revoked, give particulars:
18	State whether the institution with which you are, or have been, associated as a director, officer, shareholder or manager holds, or has ever held or applied for a licence or equivalent authorisation to carry on any business activity? If so, give particulars. If any such application was refused, or was withdrawn after it was made or any licence revoked, give particulars.
19	State whether any of your past or current employer(s) or institution in which you were affiliated as shareholder, director, officer, etc has ever been under criminal investigation, placed under receivership or insolvent liquidation by any regulatory body or court of law.
20	Family group - State a full name and business affiliation (name of business and nature of affiliation i.e. director, officer, shareholder with...% holdings specified)
	Spouse:
	Children:
	Parents:
	Brothers and sisters:

21	<p>Have you failed to satisfy any debt adjudged due and payable by you as a judgment debtor under an order of a court in South Sudan or elsewhere, or made any compromise arrangement with your creditors within the last three years? If so, give particulars</p>
22	<p>Have you been adjudicated bankrupt by a court in South Sudan or elsewhere, or has a bankruptcy petition ever been served on you? If so, give particulars</p>
23	<p>Have you, in connection with the formation or management of any body corporate, partnership or unincorporated institution, been adjudged by a court in South Sudan or elsewhere, civilly liable for any fraud, misfeasance or other misconduct by you towards such body or company or towards members thereof? If so, give particulars</p>
24	<p>Has any body corporate, partnership or unincorporated institution with which you are associated as a director, shareholder, controller or manager, in South Sudan or elsewhere, been wound up, made subject to an administrative order, otherwise made any compromise or arrangement with its creditors or ceased trading either while you were associated with it or within one year after you ceased to be associated with it or has anything analogous to any of these events occurred under the laws of any other jurisdiction? If so, give particulars</p>
25	<p>Have you been concerned with the management or conduct of affairs of any institution which, by reason of any matter relating to a time when you were so concerned, has been censured, warned as to future conduct, disciplined or publicly criticized by, or made the subject of a court order at the instigation of any regulatory authority in South Sudan or elsewhere? If so, give particulars.</p>
26	<p>In carrying out your duties will you be acting on the directions or instructions of any individual or institution? If so, give particulars.</p>

27	Do you, in your private capacity, or does any related party, undertake business with the institution? If so, give particulars.
28	How many shares in the institution are registered in your names or the names of a related party? If applicable, give name(s) in which registered and class of shares.
29	In how many shares in the institution (not being registered in your names or that of a related party) are you or any party beneficially interested?
30	Do you or does any related party, hold any shares in the institution as trustee or nominee? If so, give particulars.
31	Are any shares in the institution mentioned in answer to questions 27, 28, and 29 above equitably or legally charged or pledged to any party? If so, give particulars.
32	What proportion of the voting power, at any general meeting of the institution (or another body corporate of which it is a subsidiary) are you or any related party entitled to exercise or control the exercise of?

33	<p>Personal record of court cases or any investigation by governmental, professional or any regulatory body (including pending and prospective cases or on-going investigations):</p> <p>(i) Name of court or investigative body</p> <p>(ii) Full particulars</p> <p>(iii) Status</p> <p>a)</p> <p>(i) -</p> <p>(ii) -</p> <p>(iii) -</p> <p>b)</p> <p>(i) -</p> <p>(ii) -</p> <p>(iii) -</p> <p>c)</p> <p>(i) -</p> <p>(ii) -</p> <p>(iii) -</p>
34	<p>Documentary requirements:</p> <p>a. Certified statement of assets and liabilities;</p> <p>b. Latest tax compliance certificate or certified true copy of income tax returns;</p> <p>c. Two letters of character references from individuals other than relatives who have personally known the undersigned for at least three years; and</p> <p>d. Letters, duly certified from financial institutions with whom the undersigned has had dealings for the last three years, on the performance of past and present accounts.</p>
35	<p>If this questionnaire is submitted in connection with an application for licensing, please provide any other information which may assist the BSS in reaching a decision on the application. In any other case, please provide any other information, which may assist the BSS in deciding whether the director, shareholder, controller or manager fulfils the criteria</p>

IMPORTANT NOTE:

1. All sections of this form must be filled
2. If the space on the form is insufficient, the required information may be provided in an attachment labelled accordingly.
3. Reference shall be made to the relevant section of the form by placing the words "REFER TO ANNEX....."
4. Information provided in this form is confidential and cannot be made available for inspection without the written consent of the Governor of the BSS.

DECLARATION

I certify that all the information contained in and accompanying this form is complete and accurate to the best of my knowledge, information and belief and that there are no other facts relevant to this application of which the BSS should be aware. I undertake to inform the BSS of any material changes to the application that may arise while the BSS is considering the application.

I undertake that, in the event that the institution is granted a licence, I will notify the BSS of any material changes to, or affecting the completeness or accuracy of, the answers to the questions above as soon as possible, but in any event no later than twenty one days from the day that the changes come to my attention.

I know and understand the contents of this declaration, and that I am making it under oath.

Name.....

Sworn at thisday of.....

Signature of deponent..... Position.....

Deponent understands the contents of this affidavit.

Before me,

COMMISSIONER FOR OATHS

**DECLARATION BY THE CHAIRPERSON OF A BANK
ON APPOINTMENT OF A NEW DIRECTOR**

I, the undersigned, (name) _____, being the Chairperson of the board of directors of _____, confirm that I have carefully studied all the information supplied in the personal declaration form and, after discussion with the deponent (name) _____ and all other members of the board, and after having taken into account any other information at my disposal or that has come to my attention, I am of the opinion that the deponent (name) _____ is a fit and proper person to take up office in this institution.

In the case of the appointment of a director I confirm that the appropriate conditions of the Articles of Association of the company have been complied with. Similarly, in the case of the appointment of an executive officer, I confirm that the company policy has been complied with.

NAME: _____

SIGNED: _____

DATE: _____