



REPRESENTATIVE OFFICES AUTHORISATION MODULE



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MODULE	AU:	Authorisation
CHAPTER	AU-A:	Introduction

AU-A.1 Purpose

Executive Summary

AU-A.1.1 The Authorisation Module sets out the CBB's approach to licensing representative offices in the Kingdom of Bahrain. It also sets out CBB requirements for approving persons undertaking key function in those licensees.

AU-A.1.2 The person undertaking the function of Representative Office Manager ('Rep Manager') in relation to a representative office licensee requires prior CBB approval. This function is referred to as a 'controlled function'. The controlled function regime supplements the licensing regime by ensuring that this key person responsible of the representative office is fit and proper. This person authorised by the CBB to undertake a controlled function in a representative office licensee is called an approved person.

Retaining Authorised Status

AU-A.1.3

The requirements set out in Chapters AU-2 and AU-3 represent the minimum conditions that have to be met in each case, both at the point of authorisation and on an on-going basis thereafter, in order for authorised status to be retained.

Legal Basis

AU-A.1.4

This Module contains the Central Bank of Bahrain ('CBB') **Directive, Regulations and Resolutions** (as amended from time to time) regarding authorisation under Volume 5 of the CBB Rulebook. It is applicable to all representative offices (as well as to approved persons), and is issued under the powers available to the CBB under **Articles 37 to 42, 44 to 48 and 180** of the Central Bank of Bahrain and Financial Institutions Law 2006 ('CBB Law'). Representative office licensees must also comply with Resolution No. 1 of the year 2007 'new license fees system' (as amended from time to time). The Module contains requirements under Resolution No.(16) for the year 2012 including the **prohibition of marketing financial services pursuant to Article 42 of the CBB Law**. Requirements regarding the obligation to hold a license and the conditions for issuing such a license are also included in **Regulations**, to be issued by the CBB.

AU-A.1.5 For an explanation of the CBB's rule-making powers and different regulatory instruments, see Section UG-1.1.



MODULE	AU:	Authorisation
CHAPTER	AU-A:	Introduction

AU-A.2 Module History

Evolution of Module

AU-A.2.1 This Module was first issued in December 2010, as part of Volume 5 (Specialised licensees). Any material changes that have subsequently been made to this Module are annotated with the calendar quarter date in which the change was made: Chapter UG-3 provides further details on Rulebook maintenance and version control.

AU-A.2.2 A list of recent changes made to this Module is provided below:

Module Ref.	Change Date	Description of Changes
AU-A.1.4	01/2013	Updated legal basis.
AU-1.1	01/2013	References added to requirements under Resolution No.(16) for the year 2012.
AU-4.4.4	01/2013	Corrected cross reference to CBB Law.

Superseded Requirements

AU-A.2.3 This Module supersedes the following provisions contained in circulars or other regulatory instruments:

Document reference	Module Ref.	Document Subject
Standard Conditions and Licensing Criteria for a representative office licensees	AU-2	Scope of license and licensing conditions.
Circular EDFIS/C/011/2007	AU-5	CBB's New License Fees System
Circular BC/11/98 27/7/98	AU-3	Appointment and suitability of Directors and senior managers ('fit and proper').

AU-A.2.4 Further guidance on the implementation and transition to Volume 5 (Specialised Licensees) is given in Module ES (Executive Summary).



MODULE	AU:	Authorisation
CHAPTER	AU-B:	Scope of Application

AU-B.1 Scope

AU-B.1.1 The Authorisation requirements in Chapter AU-1 are specifically applicable to financial institutions in highly reputable jurisdictions acceptable to the CBB. In addition, those applying for authorisation are also required to comply with the relevant requirements and procedures contained in this Module.

AU-B.1.2 Two types of authorisation are prescribed:

- (a) Any financial institution seeking to operate as a representative office within or from the Kingdom of Bahrain must hold the appropriate CBB license (see AU-1.1); and
- (b) Natural persons wishing to perform a controlled function in a representative office licensee also require prior CBB approval, as an approved person (see AU-1.2).

AU-B.1.3 Because of the general applicability of many of the requirements contained in this Module, they are supported by way of a Regulation (see Section UG-1.1 for an explanation of the CBB's rule-making powers and different regulatory instruments).



MODULE	AU:	Authorisation
CHAPTER	AU-B:	Scope of Application

AU-B.2 Licensees and Approved Person

AU-B.2.1 Various requirements in Chapters AU-2 to AU-4 inclusive also apply to persons once they have been authorised by the CBB (whether as licensees or approved person).

AU-B.2.2 Chapter AU-2 applies to representative office licensees (not just applicants), since licensing conditions have to be met on a continuous basis by licensees. Similarly, Chapter AU-3 applies to the approved person on a continuous basis; it also applies to representative office licensees seeking an approved person authorisation. Chapter AU-4 contains requirements applicable to licensees, with respect to their permitted activities, as well as to licensees and approved person, with respect to the amendment or cancellation of their authorised status. Finally, Section AU-5.2 imposes annual fees on licensees.



MODULE	AU:	Authorisation
CHAPTER	AU-1:	Authorisation Requirements

AU-1.1 Licensing

AU-1.1.1

No person may:

- (a) Operate as a representative office within or from the Kingdom of Bahrain unless duly licensed by the CBB;
- (b) Hold themselves out to be licensed by the CBB unless they have as a matter of fact been so licensed; or
- (c) **Market any financial services in the Kingdom of Bahrain unless:**
 - (i) Allowed to do by the terms of a license issued by the CBB;
 - (ii) The activities come within the terms of an exemption granted by the CBB by way of a Directive; or
 - (iii) Has obtained the express written permission of the CBB to offer financial services.

AU-1.1.2

For the purposes of Rule AU-1.1.1(a), please refer to Section AU-1.3 for the definition of 'regulated representative office services'. Such activities will be deemed to be undertaken within or from the Kingdom of Bahrain if, for example, the person concerned:

- (a) Uses an address situated in the Kingdom of Bahrain for its correspondence; or
- (b) Directly contacts clients, who are resident within the Kingdom of Bahrain.

AU-1.1.2A

In accordance with Resolution No.(16) for the year 2012 and for the purpose of Subparagraph AU-1.1.1(c), the word 'market' refers to any promotion, offering, announcement, advertising, broadcast or any other means of communication made for the purpose of inducing recipients to purchase or otherwise acquire financial services in return for monetary payment or some other form of valuable consideration.

AU-1.1.2B

Persons in breach of Subparagraph AU-1.1.1(c) are considered in breach of Resolution No.(16) for the year 2012 and are subject to penalties under Articles 129 and 161 of the CBB Law (see also Section EN-9.3).

AU-1.1.3

Financial institutions wishing to be licensed as a representative office to undertake regulated representative office services within or from the Kingdom of Bahrain must apply in writing to the CBB.

AU-1.1.4

An application for a license must be in the form prescribed by the CBB and must contain, *inter alia*:

- (a) Form 1 Application for a representative office license; and
- (b) Form 3 Application for Approved Person Status for the controlled function.



MODULE	AU:	Authorisation
CHAPTER	AU-1:	Authorisation Requirements

AU-1.1 Licensing (continued)

AU-1.1.5 The CBB will review the application and duly advise the applicant in writing when it has:

- (a) Granted the application without conditions;
- (b) Granted the application subject to conditions specified by the CBB; or
- (c) Refused the application, stating the grounds on which the application has been refused and the process for appealing against that decision.

AU-1.1.6 Detailed rules and guidance regarding information requirements and processes for licenses can be found in Section AU-4.1. As specified in Paragraph AU-4.1.12, the CBB will provide a formal decision on a license application within 60 calendar days of all required documentation having been submitted in a form acceptable to the CBB.

AU-1.1.7

All applicants seeking a representative office license must satisfy the CBB that they meet, by the date of authorisation, the minimum criteria for licensing, as contained in Chapter AU-2. Once licensed, licensees must maintain these criteria on an on-going basis.



MODULE	AU:	Authorisation
CHAPTER	AU-1:	Authorisation Requirements

AU-1.1 Licensing (continued)

Vetting of a Name

AU-1.1.8

Representative offices must seek prior written approval from the CBB for their corporate name or changes then; the name of the foreign financial institution (Head Office) must only be used by the representative office in conjunction with the description “representative office”. This may include the office sign, letterheads, advertising material and business cards (See also GR-2.1).

Suitability

AU-1.1.9

Those seeking authorisation must satisfy the CBB as to their suitability to carry out the regulated representative office services for which they are seeking authorisation.

AU-1.1.10

In assessing applications for a license, the CBB will assess whether an applicant satisfies the licensing conditions (as specified in Chapter AU-2) with respect to the regulated representative office services that the applicant proposes undertaking.

AU-1.1.11

In addition to the licensing conditions specified in Chapter AU-2 the CBB, in considering an application shall also take into consideration the following:

- (a) The reputation and financial standing (including financial standing on a consolidated basis) of the applicant,
- (b) The consolidated supervisory arrangements, if any, for the applicant in any other jurisdiction and the opinion of the relevant supervisory authority therefore,
- (c) The previous 3 years track-record, as a minimum, of the applicant, its owners and management, both as regards probity and in relation to the activities to be undertaken, and
- (d) The suitability of the proposal and the effect on the financial sector in Bahrain of the applicant being granted a license.



MODULE	AU:	Authorisation
CHAPTER	AU-1:	Authorisation Requirements

AU-1.2 Approved Person

General Requirement

AU-1.2.1

Representative office licensees must appoint a person to undertake the function of representative office manager “Rep Manager”. As mentioned in Paragraph AU-A.1.2, a person wishing to undertake a controlled function in a representative office licensee must be approved by the CBB prior to his/her appointment. Controlled function means in this case the Rep Manager. In the case of representative office licensees, the Rep Manager is considered the approved person.

Basis for Approval

AU-1.2.2

Approval under Paragraph AU-1.2.1 is only granted by the CBB, if it is satisfied that the person is fit and proper to hold the particular position in the licensee concerned. ‘Fit and proper’ is determined by the CBB on a case-by-case basis. The definition of ‘fit and proper’ and associated guidance is provided in Sections AU-3.1 and AU-3.2 respectively.

Definitions

AU-1.2.3

The representative office manager (or “Rep Manager”) means a person who is responsible for the conduct of the licensee (regardless of actual title). The Rep Manager must be resident in Bahrain.



MODULE	AU:	Authorisation
CHAPTER	AU-1:	Authorisation Requirements

AU-1.3 Definition of Regulated Representative Office Services

AU-1.3.1

Representative office licensees may undertake the following regulated representative office services:

- (a) Conducting research and surveys for its parent company/head office on local Bahrain economy and international market;
- (b) Liaising with customers on behalf of the head office, parent company or wholly owned subsidiary as approved by the CBB;
- (c) Providing factual information, data and promotional material relating to the head office's products and services to customers; and
- (d) Responding to general inquiries related to the head office.

AU-1.3.2

General Prohibitions:

- (a) Representative office licensees may only undertake the regulated representative office services defined in AU-1.3.1 above. Representative office licensees must not undertake any other regulated financial services as set out in Regulation 1 of 2007;
- (b) The representative office must not engage directly or on behalf of the head office in any financial transactions or business activities for profit inside Bahrain, except transactions which are necessary for and incidental to the maintenance of the representative office in Bahrain; and
- (c) Any staff of the representative office must not also be an employee or director with day-to-day responsibilities of any financial institution operating in Bahrain. The representative office must not represent any institution other than its head office or parent company.



MODULE	AU:	Authorisation
CHAPTER	AU-2:	Licensing Conditions

AU-2.1 Condition 1: Legal Status

AU-2.1.1

Representative office licensee must be established in the form of a Representative office in accordance with the Bahrain Commercial Companies Law of 2001.



MODULE	AU:	Authorisation
CHAPTER	AU-2:	Licensing Conditions

AU-2.2 Condition 2: Mind and Management

AU-2.2.1

Representative office licensees must maintain a resident Rep Manager and premises in the Kingdom appropriate to the nature and scale of their permitted activities.



MODULE	AU:	Authorisation
CHAPTER	AU-2:	Licensing Conditions

AU-2.3 Condition 3: Controller

AU-2.3.1

The head office or parent company is legally responsible for the representative office in Bahrain. The head office or parent company is considered a controller in this case; therefore it must fill in the information related to the head office in the Application Form “Form 1”.

AU-2.3.2

In all cases, when judging applications from existing groups, the CBB will have regard to the reputation and financial standing of the group as a whole. Where relevant, the CBB will also take into account the extent and quality of supervision applied to overseas members of the group and take into account any information provided by other supervisors in relation to any member of the group.



MODULE	AU:	Authorisation
CHAPTER	AU-2:	Licensing Conditions

AU-2.4 Condition 4: Approved Person

AU-2.4.1

The resident Rep Manager nominated to carry out the controlled function in a representative office licensee must satisfy CBB's approved person's requirements.

AU-2.4.2

The definition of controlled function is contained in AU-1.2.1, whilst AU-3 sets out CBB's approved person requirements. Applications for approved person status must be submitted using the prescribed Form 3 Application for Approved Person Status.



MODULE	AU:	Authorisation
CHAPTER	AU-2:	Licensing Conditions

AU-2.5 Condition 5: Financial Resources

AU-2.5.1

Representative office licensees must maintain a level of financial resources, as agreed with the CBB, adequate for meeting their expenses.

AU-2.5.2

Representative office licensees must provide written confirmation from their head office that the head office will provide financial support to the representative office sufficient to enable it to meet its obligations as and when they fall due.



MODULE	AU:	Authorisation
CHAPTER	AU-2:	Licensing Conditions

AU-2.6 Condition 6: Other Requirements

Books and Records

AU-2.6.1

Representative office licensees must comply with the minimum record-keeping requirements contained in Module GR and FC.

Provision of Information

AU-2.6.2

Representative office licensees must act in an open and cooperative manner with the CBB. Representative office licensees must meet the regular reporting requirements contained in Module GR.

General Conduct

AU-2.6.3

Representative office licensees must conduct their permitted activities in a professional and orderly manner. Representative office licensees must comply with the general standards of business conduct contained in Module PB.

License Fees

AU-2.6.4

Representative office licensees must comply with Resolution No. 1 for the year 2007 (as amended from time to time), with regards to the license fee requirements applied by the CBB.

AU-2.6.5

License fee requirements are contained in Chapter AU-5.

Additional Conditions

AU-2.6.6

Representative office licensees must comply with any other specific requirements or restrictions imposed by the CBB on the scope of their license.



MODULE	AU:	Authorisation
CHAPTER	AU-3:	Approved Person Conditions

AU-3.1 Condition 1: ‘Fit and Proper’

AU-3.1.1

Licensees seeking an approved person authorisation for an individual, must satisfy the CBB that the individual concerned is ‘fit and proper’ to undertake the controlled function in question. In the case of representative office licensees, the Rep Manager is considered a controlled function.

AU-3.1.2

The authorisation requirement for the person nominated to carry out the controlled function is contained in Section AU-1.2. The authorisation process is described in Section AU-4.2.

AU-3.1.3

To be considered ‘fit and proper’, those nominated must demonstrate:

- (a) Personal integrity, honesty and good reputation;
- (b) Professional competence, experience and expertise, sufficient for the controlled function for which authorisation is being applied for the representative office licensee; and
- (c) Financial soundness.

AU-3.1.4

In assessing the conditions prescribed in Rule AU-3.1.3, the CBB will take into account the criteria contained in Section AU-3.1. The CBB reviews each application on a case-by-case basis, taking into account all relevant circumstances. A person may be considered ‘fit and proper’ to undertake one type of controlled function but not another, depending on the function’s job size and required levels of experience and expertise.

AU-3.1.5

Approved persons undertaking a controlled function must act prudently, and with honesty, integrity, care, skill and due diligence in the performance of their duties. They must avoid conflicts of interest arising whilst undertaking a controlled function.

AU-3.1.6

In determining where there may be a conflict of interest arising, factors that may be considered will include whether:

- (a) A person has breached any fiduciary obligations to the company or terms of employment;
- (b) A person has undertaken actions that would be difficult to defend, when looked at objectively, as being in the interest of the licensee; and
- (c) A person has failed to declare a personal interest that has a material impact in terms of the person’s relationship with the licensee.



MODULE	AU:	Authorisation
CHAPTER	AU-3:	Approved Persons Conditions

AU-3.2 Interpretative Guidance on ‘Fit and Proper’

AU-3.2.1 In assessing a person’s fitness and propriety, the CBB will consider previous professional and personal conduct including, but not limited to, the following:

- (a) The propriety of a person’s conduct, whether or not such conduct resulted in a criminal offence being committed, the contravention of a law or regulation, or the institution of legal or disciplinary proceedings;
- (b) A conviction or finding of guilt in respect of any offence, other than a minor traffic offence, by any court or competent jurisdiction;
- (c) Any adverse finding in a civil action by any court or competent jurisdiction, relating to fraud, misfeasance or other misconduct in connection with the formation or management of a corporation or partnership;
- (d) Whether the person has been the subject of any disciplinary proceeding by any government authority, regulatory agency or professional body or association;
- (e) The contravention of any financial services legislation or regulation;
- (f) Whether the person has ever been refused a license, authorisation, registration or other authority;
- (g) Dismissal or a request to resign from any office or employment;
- (h) Disqualification by a court, regulator or other competent body, as a Director or as a manager of a corporation;
- (i) Whether the person has been a Director, partner or manager of a corporation or partnership which has gone into liquidation or administration or where one or more partners have been declared bankrupt whilst the person was connected with that partnership;
- (j) The extent to which the person has been truthful and open with supervisors;
- (k) The extent to which the person has appropriate professional and other qualifications for the controlled function in question;
- (l) The extent to which the person has sufficient experience, or is otherwise able to perform the functions of the controlled function in question;
- (m) Whether the person has ever been adjudged bankrupt, entered into any arrangement with creditors in relation to the inability to pay due debts, or failed to satisfy a judgement debt under a court order.

AU-3.2.2 With respect to AU-3.2.1(b), (c), (d) and (e), the CBB will take into account the length of time since any such event occurred, as well as the seriousness of the matter in question.

AU-3.2.3 Further guidance on the process for assessing a person’s ‘fit and proper’ status is given in Module EN (Enforcement): see Chapter EN-8.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.1 Licensing

Application Form and Documents

AU-4.1.1

Applicants for a license must submit a duly completed Form 1 (Application for a License), under cover of a letter signed by an authorised signatory of the applicant marked for the attention of the Director, Licensing and Policy Directorate. The application must be accompanied by the documents listed in Rule AU-4.1.4, unless otherwise directed by the CBB.

AU-4.1.2

Articles 44 to 47 of the CBB Law govern the licensing process. This prescribes a single stage process, with the CBB required to take a decision within 60 calendar days of an application being deemed complete (i.e. containing all required information and documents). See below, for further details on the licensing process and time-lines.

AU-4.1.3

References to applicant mean the proposed licensee seeking authorisation. An applicant may appoint a representative – such as a law firm or professional consultancy – to prepare and submit the application. However, the applicant retains full responsibility for the accuracy and completeness of the application, and is required to certify the application form accordingly. The CBB also expects to be able to liaise directly with the applicant during the authorisation process, when seeking clarification of any issues.

AU-4.1.4

Unless otherwise directed by the CBB, the following documents must be provided in support of a Form 1:

- (a) A duly completed Form 3 (Application for Approved Person status), for the individual proposed to undertake the controlled function (as defined in Rule AU-1.2.1) in the proposed licensee;
- (b) The detailed application information, addressing the matters described in Paragraph AU-4.1.5;
- (c) A copy of the company's current commercial registration or equivalent documentation;
- (d) A certified copy of a Board resolution of the applicant, confirming its decision to seek a CBB representative office license;
- (e) A letter of non-objection to the proposed license application from the applicant's home supervisor, together with confirmation that the group is in good regulatory standing and is in compliance with applicable supervisory requirements, including those relating to capital requirements;
- (f) A copy of the certificate of license issued by the Regulated Authority of the head office/parent company; and
- (g) Copies of the audited financial statements of the applicant (head office) for the three years immediately prior to the date of application.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.1 Licensing (continued)

Application Form and Documents (continued)

AU-4.1.5

The Detailed Application Information submitted in support of an application must explain:

- (a) An outline of the history of the applicant and its shareholders;
- (b) The reasons for applying for a license, including the applicant's strategy and market objectives;
- (c) The proposed type of activities to be carried on by the applicant in/from the Kingdom of Bahrain and an indication of the number of personnel to be assigned to the office;
- (d) The name and position of the officer in the applicant's head office to whom the representative office manager will report and an outline of how the activities of the representative office are to be monitored to ensure that the CBB conditions are met on an on going basis; and
- (e) Details of ownership of the applicant's head office in financial institutions located in Bahrain and an outline of the nature of the business carried on by those institutions.

AU-4.1.6

All documentation provided to the CBB as part of an application for a license must be in either the Arabic or English languages. Any documentation in a language other than English or Arabic must be accompanied by a certified English or Arabic translation thereof.

AU-4.1.7

Any material changes or proposed changes to the information provided to the CBB in support of an authorisation application that occurs prior to authorisation must be reported to the CBB.

AU-4.1.8

Failure to inform the CBB of the changes specified in Rule AU-4.1.7 is likely to be viewed as a failure to provide full and open disclosure of information, and thus a failure to meet licensing condition Rule AU-2.7.2.

Licensing Process and Timelines

AU-4.1.9

By law, the 60-day time limit referred to in Paragraph AU-4.1.2 only applies once the application is complete and all required information (which may include any clarifications requested by the CBB) and documents have been provided. This means that all the items specified in Rule AU-4.1.4 have to be provided, before the CBB may issue a license.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.1 Licensing (continued)

Licensing Process and Timelines (continued)

AU-4.1.10 All potential applicants are strongly encouraged to contact the CBB at an early stage to discuss their plans, for guidance on the CBB's license categories and associated requirements. The Licensing & Policy Directorate would normally expect to hold at least one pre-application meeting with an applicant, prior to receiving an application (either in draft or in final).

AU-4.1.11 Potential applicants should initiate pre-application meetings in writing, setting out a short summary of their proposed business and any issues or questions that they may have already identified, once they have a clear business proposition in mind and have undertaken their preliminary research. The CBB can then guide the applicant on the specific areas in the Rulebook that will apply to them and the relevant requirements that they must address in their application.

AU-4.1.12 At no point should an applicant hold themselves out as having been licensed by the CBB, prior to receiving formal written notification of the fact in accordance with Rule AU-4.1.13 below. Failure to do so may constitute grounds for refusing an application and result in a contravention of Articles 40 and 41 of the CBB Law (which carries a maximum penalty of BD 1 million).

Granting or Refusal of License

AU-4.1.13 To be granted a license, an applicant must demonstrate compliance with the applicable requirements of the CBB Law and this Module. Should a license be granted, the CBB will notify the applicant in writing of the fact; the CBB will also publish its decision to grant a license in the Official Gazette and in two local newspapers (one published in Arabic, the other in English). The license may be subject to such terms and conditions as the CBB deems necessary for the additional conditions being met.

AU-4.1.14 The CBB may refuse to grant a license if in its opinion:

- (a) The requirements of the CBB Law or this Module are not met;
- (b) False or misleading information has been provided to the CBB, or information which should have been provided to the CBB has not been so provided; or
- (c) The CBB believes it necessary in order to safeguard the interests of potential customers.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.1 Licensing (continued)

Granting or Refusal of License (continued)

AU-4.1.15

Where the CBB proposes to refuse an application for a license, it must give the applicant written notice to that effect. Applicants will be given a minimum of 30 calendar days from the date of the written notice to appeal the decision, as per the appeal procedures specified in the notice; these procedures will comply with the provisions contained in Article 46 of the CBB Law.

Starting Operations

AU-4.1.16

Within 6 months of the license being issued, the new licensee must provide to the CBB (if not previously submitted):

- (a) The registered office address and details of premises to be used to carry out the activities of the proposed licensee;
- (b) The address in the Kingdom of Bahrain where full business records will be kept;
- (c) The licensee's contact details including telephone and fax number, e-mail address and website;
- (d) A copy of the licensee's business card and correspondence material including letterhead, website, email indicating that the licensee is licensed by the CBB;
- (e) A copy of the Ministry of Industry and Commerce commercial registration certificate in Arabic and in English; and
- (f) Any other information as may be specified by the CBB.

AU-4.1.17

New licensees must start their operations within 6 months of being granted a license by the CBB, failing which the CBB may cancel the license, as per the powers and procedures set out in Article 48 of the CBB Law.

AU-4.1.18

The procedures for amending or cancelling licenses are contained in Sections AU-4.3 and AU-4.4 respectively.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.2 Approved Person

AU-4.2.1

Representative office licensees must obtain CBB approval before a person is formally appointed to a controlled function. The request for CBB approval must be made by submitting to the CBB a duly completed Form 3 (Application for Approved Person status).

AU-4.2.2

When the request for approved person status forms part of a license application, the Form 3 must be marked for the attention of the Director, Licensing and Policy Directorate.

AU-4.2.3

Licensees should give the CBB a reasonable amount of notice in order for an application to be reviewed. The CBB aims to respond within 2 weeks of receipt of an application, although in some cases, where referral to an overseas supervisor is required, the response time is likely to be longer.

AU-4.2.4

All refusals by the CBB to grant a person approved person status have to be reviewed and approved by an Executive Director of the CBB. A notice of intent is issued to the representative office licensee, setting out the basis for the decision. The representative office licensee has 30 calendar days from the date of the notice in which to appeal the decision. The CBB then has 30 calendar days from the date of the representation in which to make a final determination. See also Chapter EN-8.

AU-4.2.5

Representative office licensees must immediately notify the CBB when an approved person ceases to hold a controlled function together with an explanation as to the reasons why (see Paragraph AU-4.2.6 below). In such cases, their approved person status is automatically withdrawn by the CBB.

AU-4.2.6

Representative office licensees must promptly notify the CBB in writing when a person undertaking a controlled function will no longer be carrying out that function. If a controlled function falls vacant, the representative office licensee must appoint a permanent replacement (after obtaining CBB approval), within 120 calendar days of the vacancy occurring. Pending the appointment of a permanent replacement, the representative office licensee must make immediate interim arrangements to ensure continuity of the duties and responsibilities of the controlled function affected. These interim arrangements must be approved by the CBB.

AU-4.2.7

The explanation given for any such changes should simply identify if the planned move was prompted by any concerns over the person concerned, or is due to a routine staff change, retirement or similar reason.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.3 Amendment of Authorisation

Licenses

AU-4.3.1

Representative office licensees wishing to change their license must obtain the CBB's written approval, before effecting any such change.

AU-4.3.2

Failure to secure the CBB approval prior to effecting such changes is likely to be viewed as a serious breach of a licensee's regulatory obligations, and may constitute a breach of Article 40(a), as well as Article 50(a), of the CBB Law.



MODULE	AU:	Authorisation
CHAPTER	AU-4:	Information Requirements and Processes

AU-4.4 Cancellation of Authorisation

Cancellation of License

AU-4.4.1

Representative office licensees wishing to cancel their license must obtain the CBB's written approval, before ceasing their activities. All such requests must be made in writing to the respective Supervision Director, at the CBB, setting out in full the reasons for the request and how the business is to be wound up.

AU-4.4.2

Representative office licensees must satisfy the CBB that their head office customers' interests are to be safeguarded during and after the proposed cancellation. The requirements contained in Module GR regarding cessation of business must be satisfied.

AU-4.4.3

Failure to comply with Rule AU-4.4.1 may constitute a breach of Article 50(a) of the CBB Law. The CBB will only approve such a request where it has no outstanding regulatory concerns and any relevant customer interests would not be prejudiced. A voluntary surrender of a license will not be accepted where it is aimed at pre-empting supervisory actions by the CBB. A voluntary surrender will only be allowed to take effect once the licensee, in the opinion of the CBB, has discharged all its regulatory responsibilities to customers.

AU-4.4.4

As provided for under Article 48(c) of the CBB Law, the CBB may itself move to cancel a license, for instance if a licensee fails to satisfy any of its existing license conditions or protecting the legitimate interests of customers or creditors of the licensee requires a cancellation. See also Chapter EN-7, regarding the cancellation or amendment of licenses, including the procedures used in such instances.

Cancellation of Approved Person Status

AU-4.4.5

The CBB may also move to declare someone as not 'fit and proper', in response to significant compliance failures or other improper behaviour by that person: see Chapter EN-8 regarding the cancellation of 'fit and proper' approval.



MODULE	AU:	Authorisation
CHAPTER	AU-5:	License Fees

AU-5.1 License Application Fees

AU-5.1.1

Applicants seeking a representative office license from the CBB must pay a non-refundable license application fee of BD 100 at the time of submitting their formal application to the CBB.

AU-5.1.2

There are no application fees for those seeking approved person status.



MODULE	AU:	Authorisation
CHAPTER	AU-5:	License Fees

AU-5.2 Annual License Fees

AU-5.2.1 Representative office licensees must pay the relevant annual license fee to the CBB, in April each year.

AU-5.2.2 The annual license fees for representative office licensees is BD3,000 payable to the CBB.

AU-5.2.3 Representative office licensees must complete and submit Form ALF (Annual License Fee) to the CBB, no later than 30th April each year, together with the payment due under Rule AU-5.2.1.

AU-5.2.4 For new representative office licensees, their first annual license fee is payable when their license is issued by the CBB. The annual fee due in relation to the first year in which the license has been granted, shall be BD3,000.

AU-5.2.5 Where a license is cancelled (whether at the initiative of the firm or the CBB), no refund is paid for any months remaining in the calendar year in question, should a fee have been paid for that year.