

FIT AND PROPER DECLARATION FORM

The purpose of the Fit and Proper Test is to determine whether the candidate would be fit for appointment as a Board of Director or CEO of a regulated entity. Upon fulfilment of the Fit and Proper Test, the RMA shall issue a **NO OBJECTION** letter indicating that it has no objection to the appointment of the candidate and shall not mean that RMA approves the appointment.

The onus to establish that he/she is a fit and proper person shall rest on the nominee concerned rather than for RMA to show otherwise.

The candidate nominated as the Board of Director or candidate selected for the post of CEO of a regulated entity shall complete the following information:

1. Personal Details

i. Name: _____ Title: _____

ii. Date of Birth: _____

iii. CID No./Passport No. (Non-Bhutanese): _____

iv. Present Address: _____

v. Contacts:

Telephone No: _____ Mobile No: _____

Email: _____

vi. Details of Spouse (if married):

Name: _____

CID No./Passport No. (Non-Bhutanese): _____

2. Employment History

Organization/Business from the most employment)	(start recent	Position Held	From	To

3. Education

University/Institute	Major field of study	Degree/Certificate	Year of completion

4. Past Directorship Experience

Institutions	Position	From (dd/mm/yy)	To (dd/mm/yy)

5. Expertise and experience (please list the expertise or the experience that can bring value to the entity concerned as a board director/CEO).

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6. Category of appointment (please tick the relevant box):

Non-Executive Director
 CEO
 Independent Director

7. Purpose of appointment (please tick the relevant box)

Initial appointment
 Reappointment

- i. If you are nominated for reappointment in the same regulated entity, have you completed minimum cooling period of one year? Yes_____ No_____
- ii. If you have previously served as a Board Director in another regulated entity, have you completed minimum cooling period of six months? Yes_____ No_____

iii. Have you attended at least two-thirds of the total board meetings held in a financial year if you had served previously as a board director in same or another regulated entity?
Yes_____ No_____

8. Are you currently serving as Board Director in other companies Yes_____ No_____

If you have selected *Yes* above, please list the entity/company:

i.

ii.

iii.

9. Are you an employee of another regulated entity of the RMA? Yes_____ No_____

10. Is any family member a related party as defined in Prudential Regulations to the concerned entity? Yes_____ No_____

11. Is there any of your associate (partner, employee, director) in the Board of the regulated entity where you are nominated? Yes_____ No_____

12. Are you employed in any professional capacity, or have business connections with the concerned regulated entity? Yes_____ No_____

13. Do you have NPL against your name for the past one year ? Yes_____ No_____ (please attached a copy of CIB report)

14. Confirmation of independence (to be completed only by an applicant nominated as an independent director)

i. Do you own shares exceeding 2% of the total shareholding in the regulated entity concerned? Yes_____ No_____

ii. Does your spouse own shares exceeding 2% of the total shareholding in the regulated entity concerned? Yes_____ No_____

iii. Do you have loan in your name exceeding 1% of the capital fund in the regulated entity concerned? Yes_____ No_____

- iv. Are you employed by a company that has shareholding in that regulated entity or vice-versa? Yes____ No____
- v. Are you employed by the regulated entity concerned? Yes____ No____
- vi. Do you have members of your family in the senior management position in the regulated entity concerned? Yes____ No____
- vii. Are you affiliated with a significant customer or supplier of the regulated entity concerned or related parties? Yes____ No____
- viii. Are you affiliated with a non-profit organization that receives significant funding from the regulated entity concerned? Yes____ No____
- ix. Have you previously served as an independent director of regulated entity concerned? Yes____ No____

15. Declaration of business interests (to be completed by all nominees)

Please provide the list of business interests you own.

- i.
- ii.....
- iii

16. Declaration of Honesty, Integrity and Reputation

- i. Have you been refused the right or restricted in its or his right to carry on any trade, business or profession for which a specific license registration or other authorization is required by law in any jurisdiction? Yes____ No____
- ii. Have you been issued a prohibition order under any Act administered by the Authority or has been prohibited from operating in any jurisdiction by any financial services regulatory authority? Yes____ No____
- iii. Have you been censured, disciplined, suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of market or clearing facility, any professional body or government agency, whether in Bhutan or elsewhere? Yes____ No____
- iv. Have you been the subject of any complaint made reasonably and in good faith, in the determination of the Authority, relating to activities that are regulated by authority or under any law in any jurisdiction? Yes____ No____

- v. Have you been the subject of any proceedings of a disciplinary or criminal nature or has-been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any law in any jurisdiction? Yes____ No____
- vi. Have you been convicted of any offence, or is being subject to any pending proceedings which may lead to such a conviction, under any law in any jurisdiction? Yes____ No____
- vii. Have you had any judgment associated with a finding of fraud, misrepresentation dishonesty entered against the relevant person in any civil proceedings or is a party to any pending proceedings which may lead to such a judgment, under any law in any jurisdiction? Yes____ No____
- viii. Have you accepted civil liability for fraud or misrepresentation under any law in any jurisdiction? Yes____ No____
- ix. Have you had any civil penalty enforcement action taken against it or him by Authority or any other regulatory authority under any law in any jurisdiction? Yes____ No____
- x. Have you contravened or abetted another person in breach of any laws or regulations whether in Bhutan or elsewhere? Yes____ No____
- xi. Have you been the subject of any investigations or disciplinary proceedings or been issued a warning or reprimand by Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Bhutan or elsewhere? Yes____ No____
- xii. Have you been refused a fidelity or surety bond, whether in Bhutan or elsewhere? Yes____ No____
- xiii. Have you demonstrated an unwillingness to comply with any legal or regulatory requirement or to uphold any professional standard, whether in Bhutan or elsewhere? Yes____ No____
- xiv. Have you been untruthful or provided false or misleading information to Authority or been uncooperative in any dealings with the Authority or any other regulatory authority in any jurisdiction? Yes____ No____
- xv. Are you or have you been a director, partner, significant owner or concerned in the management of a business that has been censured, disciplined, prosecuted or convicted of a criminal offence, or been the subject of any disciplinary or criminal investigation or proceeding, in Bhutan or elsewhere, in relation to any matter that took place while the person was a director, partner, significant owner or concerned in the management of the business? Yes____ No____
- xvi. Are you or have you been a director, partner, significant owner or concerned in the management of a business that has been suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of market or clearing facility, any government agency, whether in Bhutan or elsewhere? Yes____ No____

- xvii. Have you been a director, partner, significant owner or concerned in the management of a business that has gone into insolvency, liquidation or administration during the period when, or within a period of one year after, the candidate was a director, partner, significant owner or concerned in the management of the business, whether in Bhutan or elsewhere? Yes____
No____
- xviii. Have you been dismissed or asked to resign from: (i) office ;(ii) employment ;(iii) a position of trust; or, (iv) a fiduciary appointment or similar position, whether in Bhutan or elsewhere? Yes____ No____
- xix. Have you been disqualified from acting as a director or disqualified from acting in managerial capacity whether in Bhutan or elsewhere? Yes____ No____
- xx. Have you been an officer found liable for an offence committed by a body corporate because of the offence having proved to have been committed with the consent or connivance of, or neglect attributable to, the officer, whether in Bhutan or elsewhere? Yes____ No_____

DECLARATION

I hereby solemnly declare and certify:

1. That I am cognizant it is an offence under Section 138 of the Financial Services Act of Bhutan 2011 to provide false or misleading information to the Royal Monetary Authority;
2. That the information given in the form above is complete and accurate to the best of my knowledge, ability and belief;
3. That I undertake that as long as I continue to be a Director/CEO, I shall notify the Royal Monetary Authority of any material change in the information;
4. That I pledge that as long as I continue to be a Director/CEO of the company, I shall not violate any by-laws and laws of the country;

Signed

(Affix legal Stamp)

Name

Date