

**BRITISH VIRGIN ISLANDS
FINANCIAL SERVICES COMMISSION**



INCUBATOR AND APPROVED FUNDS GUIDELINES

[Issued pursuant to section 41A of the Financial Services Commission Act, 2001 and in relation to the Securities and Investment Business (Incubator and Approved Funds) Regulations, 2015]

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SCHEDULE

FORM IB-A2-IAF: Incubator Fund and Approved Fund Application Form

FORM IB-E1-IAF: Incubator Fund - Application for Extension Form

INTRODUCTION

Under the Securities and Investment Business Act, 2010 (“SIBA”), the Financial Services Commission (“the Commission”) offers a range of investment business licences and allows for the registration of public funds and recognition of private and professional mutual funds. These licences allow BVI business companies, partnerships and trusts to carry out financial services activities using BVI regulated entities. In order to provide more flexibility to smaller and start-up financial services businesses, the Commission has created two new categories of regulated funds: incubator and approved funds. Under the new fund categories, managers and principals of smaller, open-ended funds may be approved to conduct business within a lighter regulatory framework. An advantage of the new fund categories is that they provide an opportunity for smaller funds that may not typically qualify as private or professional funds to conduct business and make investment offerings to qualifying persons.

2. These Guidelines have been developed to provide guidance on the application process for incubator and approved funds. The Guidelines outline the requirements for qualifying as an incubator fund or approved fund, the information that should be included in a completed application when it is submitted, the obligations and restrictions placed on incubator funds and approved funds and the validity period of these funds. The Guidelines also provide information on the circumstances under which an incubator fund or approved fund may be required to convert to a private, professional or, in the case of an incubator fund, an approved fund, and filing requirements including the requirement to file returns and other documents specified in the Securities and Investment Business (Incubator and Approved Funds) Regulations, 2015 (“the Regulations”)¹.

3. The Regulations provide the framework for these new categories of open-ended funds. Entities that intend to seek approval as incubator funds or approved funds must meet the criteria set out in the Regulations for these fund classifications. These funds must also adhere to the provisions in the Regulations and submit the relevant information necessary for the Commission to make relevant determinations.

4. Entities that qualify as incubator or approved funds under the Regulations will not be required to obtain a licence, or be recognised or registered under SIBA, and will not be subject to the Regulatory Code, 2009 (“the Code”). Qualifying as an incubator or approved fund, however, does not prevent a person from applying for and obtaining a licence, recognition or registration under SIBA if they so desire should their circumstances change. Applications for consideration as an incubator fund or approved fund must be in the prescribed form and submitted to the Commission in accordance with regulation 3 of the Regulations.

5. To avoid unnecessary delays at the application processing stage, applicants are urged to adhere as closely as possible to these guidelines as the Commission will rely on them in processing applications for incubator funds or approved funds.

¹The Regulations were published in an extraordinary publication of the Virgin Islands Gazette on 18th May, 2015 (Gazette Notification # 37).

6. These Guidelines should be read in conjunction with the Regulations in order to have a better understanding of the obligations in relation to the incubator and approved funds regime. In the event of any conflict or inconsistency between any paragraph of these Guidelines and a provision of the Regulations, the provision of the Regulations shall take precedent.

1. APPLICATION FOR APPROVAL AS AN INCUBATOR FUND OR APPROVED FUND

1.1 Completing the Application Form

1.1.1 An entity seeking approval as an incubator fund or an approved fund as described in regulation 5 of the Regulations, must prepare and submit an application, **Form IB-A2-IAF** as set out in Schedule I to these Guidelines.

1.1.2 In order for an application to be considered complete, all relevant sections of **Form IB-A2-IAF** must be completed. All necessary supporting documents must be attached and the full application should be submitted to the Commission no less than two (2) business days prior to the date that the applicant intends to commence business. This means that the application must be received by the Commission two (2) clear business days before the intended date of commencement of business.

1.1.3 Every application contains a declaration which must be properly completed by either a director of the fund, or the authorised representative or legal practitioner submitting the application on behalf of the applicant.

1.1.4 An application under this section must comply with the requirements of regulation 3 of the Regulations.

1.2 Processing of Application

1.2.1 Upon receipt of a completed application, the Commission will endeavour to process such application and communicate its decision to the applicant or its representative within two (2) business days from the date of receipt of the application as specified in regulation 5(1) or, where an extension has been granted pursuant to regulation 6, within the period of that extension.

1.3 Payment of Application Fee

1.3.1 Every application filed must be accompanied by the requisite application fee. No application shall be processed by the Commission unless the fee payable is received. The fees payable are prescribed in the Financial Services (Fees) (Amendment) Regulations, 2015. Applicants are advised to review the Regulations in order to ensure that submitted applications are accompanied by the applicable fees.

Failure to provide the requisite fees may lead to a delay in the processing of an application and commencement of intended business.

1.4 Application considered properly filed

- 1.4.1 The Commission will consider an application it receives to be properly filed when all the required information in respect of the application is provided, and the application fee is submitted. The Commission reserves the right to request additional information not originally sought in the substantive application but which may be required to properly and adequately assess the application for approval.
- 1.4.2 Once an application containing all information specified in regulation 3, along with any other additional information that may be requested, has been received and the Commission is satisfied that the application has met the requirements of regulation 3(2), the applicant will be deemed an incubator fund or approved fund, as applicable.

1.5 Application not considered properly filed

- 1.5.1 An application that does not contain all of the required information requested in **Form IB-A2-IAF**, or is not accompanied by the requisite application fee, will be considered incomplete. If additional information is requested to be submitted in accordance with paragraph 2.2.1 and is not received from the applicant within seven (7) days after being so notified by the Commission, the application will be considered incomplete and will be considered by the Commission to be abandoned by the applicant.
- 1.5.2 An application that has been abandoned or deemed abandoned shall cease to be considered by the Commission. The applicant may, however, make a new application and submit it to the Commission together with the application fee, seeking approval.

2. *INFORMATION TO BE SUBMITTED WITH AN APPLICATION*

2.1 General Information Required

- 2.1.1 The information required in support of an application for approval as an incubator fund or approved fund is specified in regulation 3 and outlined in **Form IB-A2-IAF**. This information includes:
- name of the applicant
 - type of entity (whether business company or partnership)
 - type of fund
 - date of incorporation or registration
 - incorporation/registration number
 - date deemed to be an incubator fund (only applicable where an incubator fund is applying for conversion to an approved fund or a private or professional fund),
 - address of the applicant

- proposed date of commencement of business
- name of Authorised Representative
- details of Administrator (required for approved funds only)
 - Name
 - Jurisdiction
 - Address of place of business
 - Business activities
 - Regulatory authority by whom administrator is regulated
- relevant details of all directors and/or general partners, including:
 - Name
 - Address
 - Position held
 - CV/Resume

Where the proposed director is a corporate director, details of the individual(s) representing the corporate director should be provided, together with details of the directors and shareholders of the corporate director.

- 2.1.2 Where questions on the application form do not appear to apply to the applicant, please write “not applicable” or “n/a” in the appropriate place on the form (failure to comply with this would be treated as a material omission). On consideration of the application, if the Commission forms the view that the information not provided is indeed applicable and required, the applicant will be notified accordingly.
- 2.1.3 Where information is provided in a separate document, the document is to be attached to the application and submitted at the same time the application form is submitted.
- 2.1.4 Where information that is required to be provided as an attachment is not included with the application, the applicant or the local representative submitting the application on behalf of the applicant will be notified within two (2) business days after receipt of the application.

2.2 Additional Information

- 2.2.1 The Commission, in the exercise of its general powers, reserves the right to seek clarification or request additional information on any application submitted for processing. Where clarification is sought or a request for additional information is made, the information must be provided within seven (7) days, or any period of extension granted, after the date of notification by the Commission. Where for any reason, clarification sought or additional requested information is not available or cannot be provided, the applicant must advise the Commission as soon as possible in order to enable the Commission to process the application appropriately.
- 2.2.2 Subject to paragraph 2.2.1 above, the following information should be submitted by an entity wishing to be approved as an incubator fund or approved fund:

- Fund's constitutional documents
- Offering document, inclusive of investment warning and investment strategy (optional)
- Investment warning (required in the absence of an offering document)
- Written description of investment strategy (required in the absence of an offering document)

3. *VALIDITY PERIOD*

3.1 Incubator Funds

- 3.1.1 Approval as an incubator fund is only valid for a period of two years. If, after two years the incubator fund wishes to continue to carry on business as an incubator fund, it must submit a written application to the Commission indicating that it would like to extend its period of validity.
- 3.1.2 An application to extend the period of validity for an incubator fund should be submitted using **Form IB-E1-IAF** and should be received by the Commission at least one month before the end of the incubator fund's validity period, or such shorter time as the Commission may approve.
- 3.1.3 Once the application for extension is received, the Commission will determine whether the fund meets the requirements to operate as an incubator fund. In making its determination, the Commission must satisfy itself that the incubator fund's investments or total number of investors do not exceed the thresholds specified in paragraphs 4.1.1 and 4.1.2 below, and that it is not against the public interest to grant the extension.
- 3.1.4 An extension granted to an incubator fund by the Commission cannot exceed twelve (12) months. If an extension is not granted by the Commission, the incubator fund must proceed to do one of the following:
- (a) convert to a private, professional or approved fund;
 - (b) proceed into voluntary liquidation under the BVI Business Companies Act, 2004; or
 - (c) cease to be a mutual fund by taking the necessary steps to amend its constitutional documents as outlined in paragraph 4.1.3.

3.2 Approved Funds

- 3.2.1 The validity period for an approved fund is unlimited. Once deemed approved, an approved fund may carry out business until such time as the fund decides to cease

operations, subject to the fund meeting the requirements of the Regulations and these Guidelines.

4. *RESTRICTIONS IN RELATION TO INVESTMENTS*

4.1 Incubator Funds

- 4.1.1 The net assets of an incubator fund may not at any time exceed US\$20,000,000 or its equivalence in any other currency. If during any two consecutive month period, the net assets of the incubator fund exceeds this threshold, the incubator fund must notify the Commission in writing and simultaneously submit an application for the conversion and recognition of the fund as either a private fund or a professional fund, or the conversion of the fund to an approved fund.
- 4.1.2 The minimum initial investment for a person wishing to invest in an incubator fund is US\$20,000 and the number of investors in the incubator fund is limited to twenty (20). If, during any two consecutive month period, the number of investors in the incubator fund exceeds twenty (20) the incubator fund must notify the Commission in writing and simultaneously submit an application for the conversion and recognition of the fund as either a private fund or a professional fund, or the conversion of the fund to an approved fund.
- 4.1.3 Where an incubator fund has exceeded the limits prescribed for investments (i.e. net assets and number of investors), notification to the Commission must be made within seven (7) days of the event. Notice to the Commission must be submitted within seven (7) days of exceeding any of the specified limits after the two month period, unless at the time of the notification, the incubator fund no longer exceeds the specified limit.
- 4.1.4 Where an incubator fund has exceeded the limits specified in paragraph 4.1.1 or 4.1.2 above, and does not wish to convert to a private, professional or approved fund it must either proceed into voluntary liquidation under the BVI Business Companies Act, 2004, or cease to be a mutual fund by taking the necessary steps to amend its constitutional documents. If a fund intends to cease being a mutual fund, the amendments to its constitutional documents must remove any reference to the fund being an incubator fund.
- 4.1.5 Where an incubator fund decides to proceed into voluntary liquidation or amend its constitutional documents to cease being a mutual fund, investors should be adequately notified of the change and be given the opportunity to redeem prior to the change being effected.

4.2 Approved Funds

- 4.2.1 The net assets of an approved fund may not at any time exceed \$100,000,000 or its equivalence in any other currency. If, during any two consecutive month period, the approved fund exceeds this threshold the approved fund must notify the Commission in

writing and simultaneously submit an application for the conversion and recognition of the fund as either a private fund or a professional fund.

- 4.2.2 The number of investors in an approved fund is limited to twenty (20). If, during any two consecutive month period, the number of investors in the approved fund exceeds twenty (20), the approved fund must notify the Commission in writing and simultaneously submit an application for the conversion and recognition of the fund as either a private fund or a professional fund.
- 4.2.3 Notice to the Commission must be submitted within seven (7) days of exceeding the specified limit after the two month period, unless at the time of the notification, the approved fund no longer exceeds the specified limit.
- 4.2.4 Where an approved fund has exceeded the limit specified in paragraph 4.2.1 or 4.2.2 above and does not wish to convert to a private or professional fund, it must either proceed into voluntary liquidation under the BVI Business Companies Act, 2004, or cease to be a mutual fund by taking the necessary steps to amend its constitutional documents. Such amendment to the fund's constitutional documents must remove any reference to it being an approved fund.
- 4.2.5 Where an approved fund decides to proceed into voluntary liquidation or amend its constitutional documents to cease being a mutual fund, investors should be adequately notified of the change and be given the opportunity to redeem prior to the change being effected.

5. *CONVERSION OR LIQUIDATION*

5.1 Forced Conversion or Liquidation

- 5.1.1 If an incubator fund exceeds the investment or investor thresholds specified in paragraphs 4.1.1 and 4.1.2 above, and does not voluntarily convert to a private, professional or approved fund in accordance with either of those paragraphs, or enter into voluntary liquidation or amend its constitutional documents in accordance with paragraph 4.1.4 above, the Commission may direct the incubator fund to:
 - (a) convert to either a private, professional or approved fund. These directions may be issued by the Commission even where the incubator fund no longer exceeds the specified limits if the Commission considers it necessary to do so;
 - (b) commence the process of winding down. Procedures for winding down must be carried out in accordance with Part XII of the BVI Business Companies Act, 2004;
 - (c) cease to be a mutual fund by amending its constitutional documents to remove any reference to it being an incubator fund; or

- (d) provide adequate notice to investors of the fund's change in circumstance, giving investors the opportunity to redeem prior to the change being effected.
- 5.1.2 Where the Commission directs an incubator fund to amend its constitutional documents to remove any reference to it being an incubator fund, the fund must immediately cease to function as a mutual fund.
- 5.1.3 If an approved fund exceeds the investment or investor thresholds specified in paragraphs 4.2.1 and 4.2.2 above, and does not voluntarily convert to a private or professional fund, in accordance with either of those paragraphs, or enter into voluntary liquidation or amend its constitutional documents in accordance with paragraph 4.2.4 above, the Commission may direct the approved fund to:
- (a) convert to either a private or professional fund. These directions may be issued by the Commission even where the approved fund no longer exceeds the specified limits if the Commission considers it necessary to do so;
 - (b) commence the process of winding down. Procedures for winding down must be carried out in accordance with Part XII of the BVI Business Companies Act, 2004;
 - (c) cease to be a mutual fund by amending its constitutional documents to remove any reference to it being an approved fund; or
 - (d) provide adequate notice to investors of the fund's change in circumstance, giving investors the opportunity to redeem prior to the change being effected.
- 5.1.4 Where the Commission directs an approved fund to amend its constitutional documents to remove any reference to it being an approved fund, the fund must immediately cease to function as a mutual fund.
- 5.1.5 Any of the directions outlined in paragraphs 5.1.1 and 5.1.3 may be issued by the Commission, if the Commission considers that it would be in the best interest of the public to do so.

5.2 Conversion of an Incubator Fund and Approved Fund

- 5.2.1 A fund may only carry on business as an incubator fund for a period of two years, with the possibility of an extension for a period no longer than twelve (12) months. At the end of this period the incubator fund can opt to:
- (a) convert to a private, professional or approved fund;
 - (b) proceed into voluntary liquidation under the BVI Business Companies Act, 2004; or

(c) cease to be a mutual fund by taking the necessary steps to amend its constitutional documents as outlined in paragraph 4.1.4.

- 5.2.2 Where an incubator fund decides to convert to a private, professional or approved fund, it must submit an application to the Commission in order to do so, accompanied by either an application for recognition as a private or professional fund, or an application for an approved fund. This application must be submitted no less than two months before the end of the incubator fund's validity period, unless the Commission approves a shorter period of notice.
- 5.2.3 Where an approved fund decides to convert to a private or professional fund, it must submit an application to the Commission in order to do so. The application may be a simple letter accompanied by either an application for recognition as a private or professional fund.
- 5.2.4 Where an approved fund is directed by the Commission to convert to a private or professional fund, it must submit an application for recognition as a private or professional fund to the Commission within the time limit specified by the Commission in the direction.
- 5.2.5 An application by an incubator fund or an approved fund for recognition as a private or professional fund must be made in accordance with the provisions of SIBA and the Mutual Funds Regulations (MFR).

5.3 Conditions for Conversion of an Incubator Fund

- 5.3.1 An application for approval for an incubator fund to convert to an approved fund must be made in accordance with the Regulations and these Guidelines and should be submitted using **Form IB-A2-IAF**. In addition to the application form, the incubator fund must also submit an audit of its current financial position and its compliance with the requirements of the Regulations.
- 5.3.2 The audit is required to provide an independent determination of the incubator fund's compliance with its obligations under the Regulations as at the date of the audit. The audit does not require the incubator fund to provide audited financial statements.
- 5.3.3 The audit must be carried out by an independent person not connected to the incubator fund who is qualified to carry out an independent audit function, or by a person approved by the Commission as an approved auditor pursuant to section 56 of the Regulatory Code or in accordance with section 75 (3) of SIBA. In this context "connected" would include a person such as director, shareholder and other service provider of the fund. To meet the "independent" test, the person must demonstrate that they have no interest in the fund and are not conflicted in any way in their relationship with the fund.
- 5.3.4 In order for the Commission to make a determination as to whether the person appointed to carry out the audit is sufficiently qualified, the incubator fund must, upon submission of its audit, also fill and submit in respect of the person Form A of the Financial Services

Commission Guidelines for the Approved Persons Regime. Although Form A relates to regulated entities, it seeks the same type of information that the Commission would require in respect of a person who is engaged to perform an independent audit function under the Regulations.

- 5.3.5 If the Commission is not satisfied that the person appointed to carry out the audit has the necessary qualifications or is sufficiently independent from the incubator fund, the Commission will inform the incubator fund of its assessment and require the incubator fund to appoint an approved auditor.

6 *ONGOING OBLIGATIONS*²

6.1 General Obligations

- 6.1.1 In order for an incubator fund or approved fund to retain its classification, there are certain obligations that the incubator fund or approved fund must adhere to. Every incubator fund or approved fund must, at all times, ensure that it retains an Authorised Representative who has been properly authorised in accordance with the provisions of SIBA. Further, an incubator fund or approved fund must at all times ensure that it has appointed at least two directors, one of whom must be an individual. In addition, an approved fund must, at all times, have an Administrator.
- 6.1.2 If at any time after being approved, the information provided by an incubator fund or approved fund in its application for approval changes, the incubator fund or approved fund is required to notify the Commission in writing of the change and provide all relevant details. Notification must be made within fourteen (14) days of the change and must be accompanied by a written declaration stating whether the change complies with the requirements of the Regulations.
- 6.1.3 An incubator fund or approved fund is also required to notify the Commission of any matter related to the conduct of its relevant business activities or the affairs of the fund generally, which may have a material impact on the incubator fund or approved fund. A material impact may relate, for example, to whether the fund has suspended subscriptions or redemption or is the subject of any legal or regulatory proceedings.

6.2 Submission of Financial Statements

- 6.2.1 Financial statements, as defined in section 69 of SIBA, must be submitted to the Commission within six months of the end of the financial year to which they relate. Financial statements or any other documents that may be prescribed by the Regulations must be signed by a director or general partner of the incubator fund or approved fund.

² It should be noted that regulation 9 (3) (b) makes reference to subregulation (1) (c). That reference should be read as subregulation (1) (b) which is the correct reference, as subregulation (1) (c) does not exist. The provision must therefore be read accordingly.

- 6.2.2 An incubator fund or approved fund is not required to appoint an auditor; however, the incubator fund or approved fund must submit financial statements in accordance with regulation 17 and, where necessary, ensure that the notes to the financial statements give a true and fair view of the matters to which they relate.
- 6.2.3 The Commission may require an incubator fund or approved fund to resubmit or replace any document it considers to be incomplete, inaccurate or not prepared in accordance with the relevant applicable provisions of SIBA. The requirement may provide specific time frames for compliance.
- 6.2.4 If an incubator fund or approved fund fails to meet the requirements of paragraph 6.2.2 above, the relevant document(s) may be rejected by the Commission.

6.3 Exemption where Incubator Fund Converts

An incubator fund is permitted to convert into a professional fund (instead of converting into a private fund or an approved fund). Regulation 5 (1) and (2) of the Mutual Funds Regulations (“MFR”) provide relevant financial thresholds in respect of a professional investor. The Regulations (to which these Guidelines relate) specifically exempt a sophisticated private investor from the restrictions provided in regulation 5 (1) and (2) of the MFR upon conversion into a professional fund. It should be noted, however, that the exemption applies only if, on the date of conversion, the sophisticated private investor’s investment in the incubator fund is less than the amounts specified in regulation 5 (1) and (2) of the MFR.

6.4 Filing of Returns: Incubator Funds

- 6.4.1 Semi-annual returns must be filed by an incubator fund no later than 31st January and 31st July each year in accordance with regulation 18 (1). These returns must be submitted to the Commission and should contain the information specified in the Regulations.
- 6.4.2 In addition to the semi-annual returns specified in paragraph 6.4.1 above, an incubator fund must submit to the Commission, no later than 31st January each year, a declaration stating that it is not in breach of the requirements of the Regulations that entitle it to continue as an incubator fund.

6.5 Filing of Returns: Approved Funds

Annual returns must be filed by an approved fund no later than 31st January each year in accordance with regulation 18 (2) and should contain the information specified in the Regulations.

7. *RENEWAL OF APPROVAL AS AN INCUBATOR OR APPROVED FUND*

7.1 Payment of Renewal Fee

7.1.1 Approval as an incubator fund or approved fund may be renewed upon payment of the requisite renewal fee.

7.1.2 Failure to pay the renewal fee after it becomes due shall result in the incubator fund or approved fund, as the case may be, being liable to the penalty prescribed for late payment of fees under regulation 7(3).



SCHEDULE
FORM IB-A2-IAF
[Paragraphs 1.1,1.5,2.1 and 5.3]
[Regulation 13]
INCUBATOR FUND AND APPROVED FUND
APPLICATION FORM

1. Type of Fund

Incubator Fund Approved Fund

2. Applicant Details

Name of Applicant:

Date of Incorporation/Formation:
(dd/mm/yyyy)

BVI Business Company BVI Limited Partnership

Applicant's Financial Year:
(Specify commencement and end dates)

Registration No:

Address:

3. Commencement of Business

Date on which applicant intends to commence business activity
(dd/mm/yyyy)

4. Authorised Representative

Name of applicant's designated Authorised Representative:

5. Directors/General Partners

Director General Partner

First Name: Last Name:

Address:

Corporate Entity: Yes No

If a Corporate Entity, provide the name of the director/individual representing the Corporate Entity

Is CV or Resume attached? Yes No

Director General Partner

First Name: Last Name:

Address:

Corporate Entity: Yes No

If a Corporate Entity, provide the name of the director/individual representing the Corporate Entity

Is CV or Resume attached? Yes No

Director General Partner

First Name: Last Name:

Address:

Corporate Entity: Yes No

If a Corporate Entity, provide the name of the director/individual representing the Corporate Entity

Is CV or Resume attached? Yes No

Directors/General Partners (Cont'd)

Director General Partner

First Name: Last Name:

Address:

Corporate Entity: Yes No

If a Corporate Entity, provide the name of the director/individual representing the Corporate Entity

Is CV or Resume attached? Yes No

Director General Partner

First Name: Last Name:

Address:

Corporate Entity: Yes No

If a Corporate Entity, provide the name of the director/individual representing the Corporate Entity

Is CV or Resume attached? Yes No

Director General Partner

First Name: Last Name:

Address:

Corporate Entity: Yes No

If a Corporate Entity, provide the name of the director/individual representing the Corporate Entity

Is CV or Resume attached? Yes No

6. Proof of Classification – Incubator Fund (to be completed by Incubator Fund applicants only)

a) Does the fund's constitutional documents state that the fund is an incubator fund? Yes No

b) If yes, please indicate the relevant clause in the constitutional documents that states this:

7. Proof of Classification – Approved Fund (to be completed by Approved Fund applicants only)

a) Does the fund's constitutional documents state that the fund is an approved fund? Yes No

b) If yes, please indicate the relevant clause in the constitutional documents that states this:

8. Fund Administrator (Required for approved fund applications only)

Name of Administrator:

Address of place of business:

Types of business activities carried out:

Regulatory Authority by whom Administrator is regulated (If any):

Jurisdiction of Regulatory Authority (If any):

9. Declaration by Applicant

I/we* on behalf of
 [name of Fund], do hereby declare that the information provided in this application is, to my/our* knowledge and belief, true and accurate and that all documents submitted with this application with respect to the applicant have been verified as authentic. I/We* understand that providing false or misleading information in respect of this application may cause the Commission to deny the application and any subsequent application which may be submitted on behalf of the applicant, and may further cause the Commission to take enforcement action.

Authorised Signature:

Name (Print):

(Title):

(Director/Authorised Representative/Legal Practitioner)*

Date:

(dd/mm/yyyy)

**Delete as appropriate*

BVI Financial Services Commission Use Only

Date Received: _____

Application Processed By: _____

Date Considered By Commission: _____

Application Status: **Considered Approved** **Denied**
 Deferred

Reason(s) for denial or deferral (if applicable):

DOCUMENT CHECKLIST

The following documents must be submitted together with this application for the application to be considered complete:

1. Copy of the applicant's constitutional documents:
 - a. Certificate of Incorporation/Limited Partnership;
 - b. Memorandum of Association/Deed of Partnership;
 - c. Articles of Association/Articles of Partnership
2. Copy of resume or CV for each director/director's representative or general partner of the applicant.
3. Offering document inclusive of investment warning (optional)
4. Investment warning (required in the absence of an offering document)
5. Written description of applicant's investment strategy (required in the absence of the offering document)
6. Application fee: US\$1,500.

FORM IB-E1-IAF
[Paragraphs 3.1] [Regulation 13]

INCUBATOR FUND
APPLICATION FOR EXTENSION FORM

3.2.1.1 Applicant Details

Name of Incubator Fund:

Date on which fund commenced business:

(dd/mm/yyyy)

Length of extension being requested:

3.2.1.2 Reason for Extension

State the reason(s) for requesting an extension to carry on as an incubator fund beyond the approved two (2) year period. The (reason(s) provided must be sufficiently detailed as to provide a clear understanding of the rationale for the application):

3.2.1.3 Circumstances of the Incubator Fund (as at the date of this application)

Total number of investors

Total net assets

3.2.1.4 Details of Previous Extensions Granted

Has the fund previously been granted an extension to act as an incubator fund?

Yes

No

If “yes”, for what length of time was the extension granted:

3.2.1.5 Declaration by Applicant

I/we* on behalf of
[name of Fund], do hereby declare that the information provided in this application is, to my/our* knowledge and belief, true and accurate. I/We* understand that providing false or misleading information in respect of this application may cause the Commission to deny the application and any subsequent application which may be submitted on behalf of the applicant, and may further cause the Commission to take enforcement action.

Authorised Signature:

Name (*Print*):

[Title]:

(*Director/Authorised Representative/Legal Practitioner**)

Date:

(*dd/mm/yyyy*)

**Delete as appropriate*

Issued by the Financial Services Commission this 4th day of June, 2015.

SIGNED: _____
Robert Mathavious
Managing Director/CEO