

CIRCULAR LETTER - CL200112

To: The Directors
Management Companies
20 January 2012

Dear Sir/Madam,

LIMITED PARTNERSHIPS - APPLICATION FOR A GLOBAL BUSINESS LICENCE

The Financial Services Commission (the “Commission”) is issuing this Circular Letter following the enactment of the Limited Partnerships Act 2011 (the “LPA”).

This Circular Letter sets out the requirements for Limited Partnerships applying for a Category 1 Global Business Licence (“GBC1 licence”) pursuant to section 71 of the Financial Services Act 2007 (the “FSA”).

1. Registered Agent

According to Section 2 of the LPA, registered agent includes a Management Company, where the Limited Partnership holds a GBC1 licence.

In this respect, the Commission shall require that a Limited Partnership holding a GBC1 licence, maintains at all times, a Management Company as its registered agent.

2. Conduct of Global Business

It is to be noted that Section 71 (1) of the FSA allows a Limited Partnership to apply for a GBC1 licence. In considering such an application, the Commission shall have regard to whether the conduct of business will be or is being managed and controlled from Mauritius in accordance with Section 71 (4) (a) of the FSA.

In relation to a Limited Partnership applying for a GBC1 licence, the Commission shall have regard to whether -

- (a) at least one Partner of the Limited Partnership is:
 - (i) resident in Mauritius, where the partner is a natural person; or
 - (ii) incorporated, formed or registered under the laws of Mauritius, where the partner is not a natural person;
- (b) the Registered Agent of the Limited Partnership is resident in Mauritius;
- (c) the Limited Partnership will maintain or maintains at all times its principal bank account in Mauritius;
- (d) the Limited Partnership will keep and maintain or keeps and maintains, at all times, its accounting records at its registered office in Mauritius; and
- (e) the Limited Partnership prepares or proposes to prepare its statutory financial statements and causes or proposes to have such financial statements to be audited in Mauritius.

3. CDD Requirements for Limited Partnerships

Management Companies have the obligation to undertake effective customer due diligence (CDD) measures, and risk profiling procedures when establishing business relationships and throughout such relationships (the obligation being a continuing one).

When an Applicant for Business is a Limited Partnership registered under the LPA, the Management Company must identify and verify the identity of the principals or proposed principals of the Limited Partnership, i.e. the General Partner(s) and the Limited Partner(s).

3.1 Submission of documents

3.1.1 Documents to be submitted for the application of a GBC1 licence

When a Limited Partnership is applying for a GBC1 licence, the Management Company must submit the following documents to the Commission:

- (a) the Partnership Agreement;

- (b) CDD Documents on the General Partners, and CDD documents on the significant¹ Limited Partners of the Limited Partnership;
- (c) documents as provided under Rule 12 of the Financial Services (Consolidated Licensing and Fees) Rules 2008; and
- (d) any other documents as may be required by the Commission.

3.1.2 In addition, where the Limited Partnership holds another Licence² under any of the relevant Acts, it shall comply with the requirements set out in the respective relevant Acts.

¹ The FSC regards as significant any Limited Partner owning 20 percent or more of the Limited Partnership.

² "Licence" has the same meaning as in the Financial Services Act 2007.