

Η πιο κάτω ανακοίνωση επανεκδίδεται ως Εγκύκλιος Ε007 για σκοπούς ορθής αρχειοθέτησης

ANNOUNCEMENT

The Cyprus Securities and Exchange Commission ('CySEC') wishes to inform all interested parties of the following:

The Law regulating Companies providing Administrative Services and Related Matters of 2012 ('the ASP Law'), is in the process of being amended following discussions between Troika, the Ministry of Finance and all three Competent Authorities – being the Cyprus Bar Association, the Institute of Certified Public Accountants of Cyprus (ICPAC) and CySEC. The agreed text is attached as Appendix 1.

The proposed bill is expected to be before the Parliament early September – so as to meet the Memorandum's deadlines.

Along with the ASP Law there is an amendment of the International Trust Law which is directly associated with the ASP Law and I therefore attach it as Appendix 2, for your information.

The above two Appendices are only available in Greek. For ease of reference we have introduced the proposed amendments of the ASP Law in the English text of the Law and have marked them with 'track changes' – Appendix 3.

The above Appendices will be formally uploaded on our website after they (1&2) are approved by Parliament.

Nicosia, August 8, 2013

APPENDIX 1

ΝΟΜΟΣΧΕΔΙΟ ΜΕ ΤΙΤΛΟ ΝΟΜΟΣ ΠΟΥ ΤΡΟΠΟΠΟΙΕΙ ΤΟΝ ΠΕΡΙ ΤΗΣ ΡΥΘΜΙΣΗΣ ΤΩΝ ΕΠΙΧΕΙΡΗΣΕΩΝ ΠΑΡΟΧΗΣ ΔΙΟΙΚΗΤΙΚΩΝ ΥΠΗΡΕΣΙΩΝ ΚΑΙ ΣΥΝΑΦΩΝ ΘΕΜΑΤΩΝ ΝΟΜΟ ΤΟΥ 2012

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| | | Η Βουλή των Αντιπροσώπων ψηφίζει ως ακολούθως: |
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| Συνοπτικός τίτλος. 196(I) του 2012. | 1. | Ο παρών Νόμος θα αναφέρεται ως ο περί της Ρύθμισης των Επιχειρήσεων Παροχής Διοικητικών Υπηρεσιών και Συναφών Θεμάτων(Τροποποιητικός) Νόμος του 2013 και θα διαβάζεται μαζί με τον περί της Ρύθμισης των Επιχειρήσεων Παροχής Διοικητικών Υπηρεσιών και Συναφών Θεμάτων Νόμος του 2012 (που στη συνέχεια θα αναφέρεται ως «ο βασικός νόμος») και ο βασικός νόμος και ο παρών Νόμος θα αναφέρονται μαζί ως οι περί της Ρύθμισης των Επιχειρήσεων Παροχής Διοικητικών Υπηρεσιών και Συναφών Θεμάτων Νόμοι του 2012 – 2013. |
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| Τροποποίηση του άρθρου 2 του βασικού νόμου | 2. | Το άρθρο 2 του βασικού νόμου τροποποιείται με την προσθήκη, στην κατάλληλη αλφαβητική σειρά, ήτοι αμέσως μετά τον ορισμό της λέξης 'Μητρώο', του ακόλουθου νέου όρου και ορισμού:. "Μητρώα Εμπιστευμάτων" σημαίνει τα μητρώα εμπιστευμάτων που καταρτίζονται και τηρούνται από την Επιτροπή Κεφαλαιαγοράς, τον Παγκύπριο Δικηγορικό Σύλλογο και το Σύνδεσμο Εγκεκριμένων Λογιστών Κύπρου (ΣΕΛΚ), ανάλογα με την περίπτωση, δυνάμει του άρθρου 25Α.' |
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| Τροποποίηση του άρθρου 3 του βασικού νόμου | 3. | Το άρθρο 3 του βασικού νόμου τροποποιείται με την διαγραφή του εδαφίου (7) και την αντικατάστασή του με το ακόλουθο νέο εδάφιο: «(7) Αναφορικά με την παροχή υπηρεσιών διαχείρισης και διοίκησης εμπιστευμάτων από δικαιούχα πρόσωπα και ή από πρόσωπα που κατά τα άλλα εξαιρούνται του πεδίου εφαρμογής του παρόντος Νόμου, περιλαμβανομένων των προσώπων που αναφέρονται στο εδάφιο (4) του άρθρου 4, οποιοδήποτε πρόσωπο παρέχει τέτοιες υπηρεσίες, θα πρέπει να προσδιορίζει και επαληθεύει την ταυτότητα των πραγματικών δικαιούχων εμπιστεύματος, που περιλαμβάνει ακριβή και επικαιροποιημένα στοιχεία αναφορικά με τις ακόλουθες κατηγορίες, όπου και εφόσον αυτές εφαρμόζονται ή ισχύουν: |
| | | (1) Εμπιστευματοδόχοι, (2) Εμπιστευματοπάροχοι, (3) Δικαιούχοι ή στοιχεία της τάξης των δικαιούχων περιλαμβανομένων δικαιούχων στους οποίους έχει γίνει οποιασδήποτε διανομή δυνάμει του εμπιστεύματος, (4) Προστάτης (εάν υπάρχει), (5) Σύμβουλος επενδύσεων, λογιστής, φοροτεχνικός (εάν υπάρχει), (6) Εργασίες του εμπιστεύματος, |

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| | | <p>(7) Οποιοδήποτε άλλο πρόσωπο το οποίο ασκεί τον ουσιαστικό έλεγχο επί του εμπιστεύματος.</p> <p>Νοείται ότι πρόσωπο το οποίο παρέχει τις υπηρεσίες διαχείρισης και διοίκησης εμπιστευμάτων οφείλει να τηρεί τις πιο πάνω πληροφορίες στην Κυπριακή Δημοκρατία και, ανά πάσα στιγμή, να είναι σε θέση να προβεί σε αποκάλυψη τους ή διάθεση τους προς επιθεώρηση στην αρμόδια Εποπτική Αρχή»</p> |
| Τροποποίηση του άρθρου 4 του βασικού νόμου | 4. | <p>Το άρθρο 4 του βασικού νόμου τροποποιείται με τη διαγραφή του εδαφίου (3) και την αντικατάστασή του με το ακόλουθο νέο εδάφιο:</p> <p>«(3) Τηρουμένων των προνοιών του εδαφίου (7) του άρθρου 3, του εδαφίου (2) του άρθρου 5 και του εδαφίου (2) του άρθρου 23, η παροχή διοικητικών υπηρεσιών από φυσικά πρόσωπα στις πιο κάτω περιστάσεις, δεν απαιτεί άδεια, νοουμένου ότι αυτές δεν θα διαφημίζονται ή χρησιμοποιούνται για την προσέλκυση πελατών και δεν θα προσφέρονται ή παρέχονται προς πρόσωπα άλλα από αυτά που αναφέρονται στο παρόν εδάφιο:</p> <p>(α) Η ανάληψη καθηκόντων συμβούλου εταιρείας–</p> <p>(i) της οποίας οι τίτλοι είναι εισηγμένοι σε ρυθμιζόμενη αγορά·</p> <p>(ii) η οποία υπόκειται σε εποπτικό έλεγχο από Εποπτική Αρχή και δυνάμει του εποπτικού της πλαισίου υποχρεούται να έχει μη εκτελεστικούς ανεξάρτητους συμβούλους·</p> <p>(iii) στην οποία η Κυπριακή Δημοκρατία ή οποιοσδήποτε δημόσιος φορέας, αρχή ή οργανισμός κατέχουν την πλειοψηφία των μετοχών·</p> <p>(iv) όπου εταιρεία ανήκει δικαιοματικά κατά τουλάχιστον είκοσι πέντε τοις εκατόν (25%)–</p> <p>(α) στο πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή στη σύζυγό του και/ή σε μέλη της οικογένειάς του και/ή της συζύγου του, μέχρι τετάρτου βαθμού συγγένειας ή</p> <p>(β) σε εταιρεία ή εταιρείες που ανήκουν εξ ολοκλήρου στο πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή στη σύζυγό του και/ή σε μέλη της οικογένειάς του και/ή της συζύγου του μέχρι τετάρτου βαθμού συγγένειας ή</p> <p>(γ) σε εμπίστευμα του οποίου, είτε το πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή η σύζυγός του και/ή οποιοδήποτε πρόσωπο με το οποίο το πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή η σύζυγός του έχει οικογενειακή σχέση μέχρι τετάρτου βαθμού συγγένειας, είναι οι μόνοι δικαιούχοι·</p> <p>(v) όπου η εταιρεία είναι ο αποκλειστικός εργοδότης του προσώπου που παρέχει τις υπηρεσίες ή εταιρεία που ανήκει στον όμιλο εταιρειών του οποίου είναι μέλος ο εργοδότης·</p> <p>(vi) η οποία είναι θυγατρική εταιρείας που περιγράφεται στην παράγραφο (α)(i) – (v) πιο πάνω ·</p> <p>(vii) σε λιγότερο από δέκα εταιρείες μη λαμβανομένων υπόψη των εταιρειών που αναφέρονται στην παράγραφο (α)(i) – (vi) πιο πάνω και νοουμένου ότι το σχετικό πρόσωπο ή πρόσωπα δεν ελέγχουν συσσωρευτικά το διοικητικό συμβούλιο της σχετικής εταιρείας.</p> |
| | | <p>(β) (α) Η ανάληψη καθηκόντων γραμματέα εταιρείας, από φυσικό πρόσωπο κάτοικο Κύπρου, στις περιπτώσεις όπου–</p> <p>(i) εταιρεία ανήκει δικαιοματικά κατά τουλάχιστον πενήντα τοις εκατόν</p> |

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| | | <p>(50%)-</p> <p>(α) στο πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή στη σύζυγό του και/ή σε μέλη της οικογένειάς του και/ή της συζύγου του, μέχρι τετάρτου βαθμού συγγένειας ή</p> <p>(β) σε εταιρεία ή εταιρείες που ανήκουν εξ ολοκλήρου στο πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή στη σύζυγό του και/ή σε μέλη της οικογένειάς του και/ή της συζύγου του μέχρι τετάρτου βαθμού συγγένειας ή</p> <p>(γ) σε εμπίστευμα, το οποίο διέπεται από την Κυπριακή νομοθεσία και του οποίου, είτε το πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή η σύζυγός του και/ή οποιοδήποτε πρόσωπο με το οποίο το πρόσωπο που προσφέρει τις σχετικές υπηρεσίες και/ή η σύζυγός του έχει οικογενειακή σχέση μέχρι τετάρτου βαθμού συγγένειας, είναι οι μόνοι δικαιούχοι·</p> <p>(ii) σε οποιαδήποτε από τις περιπτώσεις της παραγράφου (i)(α) – (γ) οι μέτοχοι της σχετικής εταιρείας είναι φυσικά πρόσωπα κάτοικοι Κύπρου, το ποσοστό συμμετοχής του πενήντα τοις εκατόν (50%) της παραγράφου (i) πιο πάνω μειώνεται σε είκοσι πέντε τοις εκατόν (25%)·</p> <p>(iii) η εταιρεία είναι ο αποκλειστικός εργοδότης του προσώπου που παρέχει τις υπηρεσίες ή εταιρεία που ανήκει στον όμιλο εταιρειών του οποίου είναι μέλος ο εργοδότης·</p> <p>(iv) η εταιρεία είναι θυγατρική εταιρείας που περιγράφεται στην παράγραφο (β)(i) – (iii) πιο πάνω·</p> |
| | | <p>(γ) η παροχή υπηρεσιών εμπιστευματοδόχου όταν αυτές παρέχονται προς εμπίστευμα, όπου το πρόσωπο που παρέχει τις διοικητικές υπηρεσίες είναι εμπιστευματοπάροχος ή όπου όλοι οι δικαιούχοι του εμπιστεύματος είναι ο ίδιος και/ή η σύζυγός του και/ή μέλη της οικογένειάς του και/ή της συζύγου του, μέχρι τέταρτου βαθμού συγγένειας·</p> |
| | | <p>(δ) η ανάληψη καθηκόντων εμπιστευματοδόχου εμπιστεύματος που δημιουργείται δυνάμει διαθήκης φυσικού προσώπου.</p> |
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| Τροποποίηση του άρθρου 24 του βασικού νόμου | 5. | <p>Το άρθρο 24 του βασικού νόμου τροποποιείται ως ακολούθως:</p> |
| | | <p>1. Ο πλαγιότιτλος διαγράφεται και αντικαθίσταται με τον ακόλουθο: «Γενικές υποχρεώσεις για την ορθή υποβολή πληροφοριών»</p> <p>Το εδάφιο (1) διαγράφεται και αντικαθίσταται με το ακόλουθο νέο εδάφιο:</p> <p>«Οποιοδήποτε πρόσωπο, περιλαμβανομένου αδειούχου προσώπου ή προσώπου που παρέχει υπηρεσίες κατά τα οριζόμενα στο εδάφιο (3) του άρθρου 4, έχει υποχρέωση δυνάμει του παρόντος Νόμου να υποβάλλει ή κοινοποιεί στην Επιτροπή, οποιοσδήποτε πληροφορίες, στοιχεία, έγγραφα ή έντυπα είτε κατόπιν αιτήματος της Επιτροπής είτε όχι, και οφείλει να μεριμνά και να εξασφαλίζει την ορθότητα, πληρότητα και ακρίβειά τους.»</p> |

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| <p>Προσθήκη νέου άρθρου 25Α στον βασικό νόμο</p> <p>188(I) του 2007 58(I) του 2010 80(I) του 2012 192(I) του 2012</p> | 6. | <p>Ο βασικός νόμος τροποποιείται με την προσθήκη του ακόλουθου νέου άρθρου 25Α, αμέσως μετά το υφιστάμενο άρθρο 25:</p> <p>‘25Α. (1) Η Επιτροπή Κεφαλαιαγοράς, ο Παγκύπριος Δικηγορικός Σύλλογος και ο Σύνδεσμος Εγκεκριμένων Λογιστών Κύπρου (ΣΕΛΚ) καταρτίζουν και τηρούν Μητρώο Εμπιστευμάτων, όπως προνοείται στα εδάφια (2), (3) και (4).</p> <p>Νοείται ότι οι Εποπτικές Αρχές δύνανται να ανταλλάσσουν πληροφορίες μεταξύ τους, στα πλαίσια των υποχρεώσεων τους που απορρέουν από τον παρόντα Νόμο και από τους Περί της Παρεμπόδισης και Καταπολέμησης της Νομιμοποίησης Εσόδων από Παράνομες Δραστηριότητες.</p> |
| | | (2) Ο Παγκύπριος Δικηγορικός Σύλλογος καταρτίζει και τηρεί Μητρώο Εμπιστευμάτων αναφορικά με κάθε εμπίστευμα που διέπεται από Κυπριακό Δίκαιο και έχει ως ένα εκ των εμπιστευματοδόχων κάτοικο Κύπρου, εξαιρούμενο πρόσωπο που εποπτεύεται από τον Παγκύπριο Δικηγορικό Σύλλογο, υπό την ιδιότητα του ως Εποπτική Αρχή. |
| | | (3) Ο Σύνδεσμος Εγκεκριμένων Λογιστών Κύπρου καταρτίζει και τηρεί Μητρώο Εμπιστευμάτων αναφορικά με κάθε εμπίστευμα που διέπεται από Κυπριακό Δίκαιο και έχει ως ένα εκ των εμπιστευματοδόχων κάτοικο Κύπρου, εξαιρούμενο πρόσωπο που εποπτεύεται από τον Σύνδεσμο Εγκεκριμένων Λογιστών Κύπρου, υπό την ιδιότητα του ως Εποπτική Αρχή. |
| | | (4) Η Επιτροπή Κεφαλαιαγοράς καταρτίζει και τηρεί Μητρώο Εμπιστευμάτων αναφορικά με κάθε εμπίστευμα που διέπεται από Κυπριακό Δίκαιο, το οποίο δεν εμπίπτει στις πρόνοιες των εδαφίων (2) και (3) πιο πάνω. |
| | | (5) Εμπίστευμα τηρείται σε Μητρώο Εμπιστευμάτων για όσο χρόνο διέπεται από Κυπριακό Δίκαιο. |
| | | <p>(6) Τα Μητρώα Εμπιστευμάτων:</p> <p>(α) Δεν είναι διαθέσιμα στο κοινό αλλά θα είναι διαθέσιμα προς επιθεώρηση από τις αρμόδιες Εποπτικές Αρχές.</p> <p>(β) Περιέχουν τις εξής πληροφορίες:</p> <p>(i) Το όνομα του εμπιστεύματος,</p> <p>(ii) τα ονόματα και την πλήρη διεύθυνση κάθε εμπιστευματοδόχου κατά πάντα σχετικό χρόνο,</p> <p>(iii) την ημερομηνία δημιουργίας του εμπιστεύματος,</p> <p>(iv) την ημερομηνία τυχόν αλλαγής του δικαίου που διέπει το εμπίστευμα, και</p> <p>(v) την ημερομηνία τερματισμού του εμπιστεύματος.</p> |
| | | (7) Κάθε εμπιστευματοδόχος, κάτοικος Κύπρου, εμπιστεύματος που διέπεται από Κυπριακό Δίκαιο έχει υποχρέωση, εντός δεκαπέντε ημερών από την δημιουργία εμπιστεύματος ή από την υιοθέτηση του Κυπριακού Δικαίου ως το δικαίου που διέπει το εμπίστευμα, ανάλογα με την περίπτωση, να γνωστοποιεί στην Εποπτική Αρχή, που τηρεί το ανάλογο Μητρώο Εμπιστευμάτων, τις πληροφορίες που καθορίζονται στο εδάφιο (6). |
| | | (8) Σε περίπτωση αλλαγής στις πληροφορίες που αναφέρονται στις υποπαραγράφους (i) και (ii) του εδαφίου 6(β), κάθε εμπιστευματοδόχος, κάτοικος Κύπρου, εμπιστεύματος που διέπεται από Κυπριακό Δίκαιο έχει υποχρέωση, εντός δεκαπέντε ημερών από την σχετική αλλαγή, να γνωστοποιεί |

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| | | στην Εποπτική Αρχή, που τηρεί το ανάλογο Μητρώο Εμπιστευμάτων, τις σχετικές αλλαγές. |
| | | (9) Σε περίπτωση αλλαγής του δικαίου που διέπει εμπίστευμα που βρίσκεται σε Μητρώο Εμπιστευμάτων σε δίκαιο άλλο από το Κυπριακό ή σε περίπτωση τερματισμού εμπιστεύματος που βρίσκεται σε Μητρώο Εμπιστευμάτων, κάθε εμπιστευματοδόχος, κάτοικος Κύπρου, του σχετικού εμπιστεύματος έχει υποχρέωση, εντός δεκαπέντε ημερών από την έλευση του σχετικού γεγονότος, να γνωστοποιεί στην Εποπτική Αρχή που τηρεί το ανάλογο Μητρώο Εμπιστευμάτων την σχετική αλλαγή και, στην περίπτωση αυτή, το εμπίστευμα θα φέρει την ένδειξη ότι έχει τερματιστεί ή ότι έχει αλλάξει το δίκαιο που το διέπει, ανάλογα με την περίπτωση, και οι σχετικές πληροφορίες για το εμπίστευμα αυτό θα τηρούνται στο σχετικό Μητρώο Εμπιστευμάτων για περίοδο πέντε (5) ετών από την έλευση του σχετικού γεγονότος. |
| | | (10) Αναφορικά με εμπιστεύματα που διέπονται από Κυπριακό Δίκαιο και βρίσκονται σε ισχύ κατά την ημερομηνία έναρξης του παρόντος Νόμου, ο εμπιστευματοδόχος, ο οποίος είναι κάτοικος Κύπρου, θα έχει διορία έξη (6) μηνών για να συμμορφωθεί με τις πρόνοιες του παρόντος άρθρου.' |
| Τροποποίηση του άρθρου 26 του βασικού νόμου | 7. | Το εδάφιο (1) του άρθρου 26 του βασικού νόμου τροποποιείται με τη προσθήκη της φράσης «ή και με το άρθρο 25Α» μετά από τη φράση «με το άρθρο 24». |
| Έναρξη ισχύος. | 8. | Ο παρών Νόμος τίθεται σε ισχύ από τη δημοσίευσή του. |
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ΝΟΜΟΣΧΕΔΙΟ ΜΕ ΤΙΤΛΟ

**«ΝΟΜΟΣ ΠΟΥ ΤΡΟΠΟΠΟΙΕΙ ΤΟΥΣ ΠΕΡΙ ΔΙΕΘΝΩΝ ΕΜΠΙΣΤΕΥΜΑΤΩΝ ΝΟΜΟΥΣ
ΤΟΥ 1992 ΚΑΙ 2012»**

Συνοπτικός τίτλος.

N. 69(I)/1992

N. 20(I)/2012

1. Ο παρών Νόμος θα αναφέρεται ως ο περί Διεθνών Εμπιστευμάτων Νόμος του 2013 και θα διαβάζεται μαζί με τους περί Διεθνών Εμπιστευμάτων Νόμους του 1992 και 2012 (που στο εξής θα αναφέρονται ως ο «βασικός νόμος») και ο βασικός Νόμος και ο παρών Νόμος θα αναφέρονται μαζί ως οι περί Διεθνών Εμπιστευμάτων Νόμοι του 1992 έως 2013.

Τροποποίηση του
άρθρου 15 του
βασικού νόμου.

2. Ο βασικός νόμος τροποποιείται με την διαγραφή του άρθρου 15 και την αναρίθμηση του άρθρου 16 σε άρθρο 15.

Unofficial document for information purposes Law 196(I)/2012 – upcoming amendments marked in articles 2, 3(7), 4(3), 24(1), 25A and 26(1)

**THE LAW REGULATING COMPANIES PROVIDING ADMINISTRATIVE SERVICES
AND RELATED MATTERS OF 2012**

ORDER OF ARTICLES

PART I – INTRODUCTORY PROVISIONS

- Article 1 Summary title
- Article 2 Interpretation
- Article 3 Scope of Application

PART II – REGULATION OF ADMINISTRATIVE SERVICES

- Article 4 Administrative Services
- Article 5 Prohibition of exercising administrative services without authorisation

PART III - CONDITIONS FOR GRANTING AUTHORISATION

Chapter A Conditions for the granting of authorisation

- Article 6 Head offices
- Article 7 Persons who effectively direct the business of the licensed person
- Article 8 Licensed person Shareholders
- Article 9 Persons employed by a licensed person

Chapter B Application for granting an authorisation, application for the extension or amendment of an authorisation

- Article 10 Submission of application for the granting of authorisation
- Article 11 Transitional provisions for persons providing administrative services
- Article 12 Granting of authorisation
- Article 13 Application for extension or amendment of authorisation

PART IV – WITHDRAWAL, SUSPENSION AND LAPSE OF AUTHORISATION

- Article 14 Withdrawal of authorisation
- Article 15 Suspension of authorisation
- Article 16 Actions leading to the automatic lapse of the authorisation

PART V – ORGANISATIONAL REQUIREMENTS, GENERAL AND CONTINUOUS OBLIGATIONS

Chapter A Organizational requirements

- Article 17 Outsourcing
- Article 18 Safekeeping of client's financial instruments
- Article 19 Safekeeping of client's funds
- Article 20 Deposit of client's funds
- Article 21 Use of client's financial instruments and funds
- Article 22 Maintenance of financial accounts

Chapter B General and continuous obligations

- Article 23 Continuous obligations of licensed person
- Article 24 General obligations of licensed person

PART VI – MAINTENANCE AND PUBLICATION OF REGISTER

- Article 25 Maintenance and Publication of Register

PART VII – CRIMINAL AND CIVIL LIABILITY, ADMINISTRATIVE SANCTIONS AND REGULATORY COMPETENCY OF THE SECURITIES AND EXCHANGE COMMISSION

- Article 26 Criminal offence
- Article 27 Administrative sanctions
- Article 28 Collection of administrative fine
- Article 29 Civil liability
- Article 30 Competent Authority and powers
- Article 31 Power to issue Directives

PART VIII – CHARGES AND ANNUAL FEES

- Article 32 Charges and annual fees

LEGISLATION FOR THE REGULATION OF COMPANIES PROVIDING ADMINISTRATIVE SERVICES AND RELATED MATTERS

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| Preamble | For the purposes of regulating the professional activities provided in the framework of administrating private companies by other companies |
| | |
| | The House of Representatives votes as follows: |
| | |
| PART I – INTRODUCTORY PROVISIONS | |
| | |
| Short title | 1. This Law shall be referred to as the Law Regulating Companies Providing Administrative Services and Related Matters of 2012. |
| | |
| Interpretation | 2. In this Law, unless otherwise provided by the text- |
| | |
| | “authorisation” means the approval and registration of the licensed person in the Register maintained by the Commission; |
| | |
| | “licensed person” means the company which holds an authorisation under this Law; |
| | |
| | “eligible persons” mean the exempted persons who are regulated by their respective competent authorities and the licensed persons; |
| | |
| | “administrative services” mean the services regulated by this Law and are defined in article 4; |
| | |
| 69(I) of 1992 20(I) of 2012 | “trust” means the written legal arrangement where the settlor transfers trust property to one or more trustees/commissioners who will hold it for the benefit of one or more of other persons/beneficiaries and includes an international trust, as defined in the International Trust Law. |
| | |
| | “trustee” or “commissioner” means a person to whom particular property has been transferred or has been granted according to the provisions of the trust deed or the trust agreement, who will hold it for the benefit of one or more of other persons/beneficiaries; |
| | |
| | “Trust Registers” means the trust registers established and maintained by the Commission, the Cyprus Bar Association and the Institute of Certified Public Accountants of Cyprus (ICPAC), where applicable, under article 25A; |

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| | |
| | “settlor” means a person who transfers or in any other way provides, property to a trust; |
| | |
| | “exempted person”, means: |
| | |
| 42 of 1961 20 of 1963 46 of 1970 40 of 1975 55 of 1978 71 of 1981 92 of 1983 98 of 1984 17 of 1985 52 of 1985 9 of 1989 175 of 1991 212 of 1991 9(I) of 1993 56(I) of 1993 83(I) of 1994 76(I) of 1995 103(I) of 1996 79(I) of 2000 31(I) of 2001 41(I) of 2002 180(I) of 2002 117(I) of 2003 130(I) of 2003 199(I) of 2004 264(I) of 2004 21(I) of 2005 65(I) of 2005 124(I) of 2005 158(I) of 2005 175(I) of 2006 117(I) of 2007 103(I) of 2008 109(I) of 2008 11(I) of 2009 130(I) of 2009 4(I) of 2010 65(I) of 2010 14(I) of 2011 144(I) of 2011 116(I) of 2012 | <p>(a) (i) a lawyer and or a limited liability company (LLC) according to the Lawyers Law,</p> <p>(ii) a general partnership or limited partnership whose general partners are lawyers or a limited liability company (LLC) and</p> <p>(iii) a subsidiary company, owned directly or indirectly, by any of the above,</p> |
| 188(I) of 2007 58(I) of 2010 80(I) of 2012 | which is regulated by the Board of the Cyprus Bar Association in its capacity as Competent Authority in the framework of the Prevention and Suppression of Money Laundering and Terrorist Financing Law. |

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| | (b) (i) a member of the Institute of Certified Public Accountants of Cyprus (ICPAC) |
| | (ii) a general or limited partnership or a limited liability company whose majority of general partners and directors are members of ICPAC, and |
| | (iii) a subsidiary company, owned directly or indirectly, by any of the above, |
| | which is regulated by the Board of ICPAC in its capacity as Competent Authority in the framework of the Prevention and Suppression of Money Laundering and Terrorist Financing Law. |
| | |
| 144(I) of 2007 106(I) of 2009 141(I) of 2012 154(I) of 2012 | “investment services” means any of the services and activities, respectively, specified in Part I of the Third Appendix of the Investment Services and Activities and Regulated Markets Law, relating to any of the financial instruments listed in Part III of the Third Appendix of the said Law; |
| | |
| 73(I) of 2009 5(I) of 2012 | “Securities and Exchange Commission” or “Commission” means the legal entity of public law which is regulated by the Cyprus Securities and Exchange Commission Law; |
| | |
| | "Investment Firm" or "IF" has the meaning attributed to this term by article 2 of the Investment Services and Activities and Regulated Markets Law; |
| | |
| | “Competent Authorities” means the Authorities defined in article 59 of the Prevention and Suppression of Money Laundering and Terrorist Financing Law; |
| | |
| Cap. 113. 9 of 1968 76 of 1977 17 of 1979 105 of 1985 198 of 1986 19 of 1990 46(I) of 1992 96(I) of 1992 41(I) of 1994 15(I) of 1995 21(I) of 1997 82(I) of 1999 149(I) of 1999 2(I) of 2000 | “company” means a company established under Company Law; |

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| 135(I) of 2000 151(I) of 2000 76(I) of 2001 70(I) of 2003 167(I) of 2003 92(I) of 2004 24(I) of 2005 129(I) of 2005 130(I) of 2005 98(I) of 2006 124(I) of 2006 70(I) of 2007 71(I) of 2007 131(I) of 2007 186(I) of 2007 87(I) of 2008 41(I) of 2009 49(I) of 2009 99(I) of 2009 42(I) of 2010 60(I) of 2010 88(I) of 2010 53(I) of 2011 117(I) of 2011 145(I) of 2011 157(I) of 2011 198(I) of 2011 64(I) of 2012 98(I) of 2012 | |
| | |
| 78(I) of 2012 | “Management Company” has the meaning attributed to this term by article 2 of the Open Ended Undertakings of Collective Investments Law; |
| | |
| | “Variable Capital Investment Company” has the meaning attributed to this term by article 6 of the Open Ended Undertakings of Collective Investments Law; |
| | |
| Cap 116 77 of 1977 54(I) of 2011 146(I) of 2011 | “limited partnership” has the meaning attributed to this term by the Partnerships and Business Names Law; |
| | |
| | “depository” has the meaning attributed to this term by article 2 of the Open Ended Undertakings in Collective Investments Law; |
| | |
| Official Journal | “subsidiary company” means a subsidiary company as defined in articles 2 and 148 of the Company Law, as well as having the meaning attributed to the term “subsidiary undertaking” by Articles 1 |

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| of the EU: L 193, 18.7.1983, p.1 | and 2 of Directive 83/349/EEC of the Council of 13 th June 1983 based on Article 54 paragraph 3 point (f) of the treaty for consolidated accounts, and includes every subsidiary of a subsidiary undertaking of an ultimate parent undertaking; |
| | |
| | “private company” has the meaning attributed to this term by article 29 of the Company Law; |
| | |
| | “Cyprus Investment Firm” or “CIF” has the meaning attributed to this term by article 2 of the Investment Services and Activities and Related Matters Law; |
| | |
| Official Gazette Annex II(I): 25.2.2009 3.4.2009 | “compliance officer” means a compliance officer as defined in paragraph (a) of paragraph (1) of article 69 of the Prevention and Suppression of Money Laundering and Terrorist Financing Law and paragraph 2 of Directive DI144-2007-08 of the Commission for the Prevention of Money Laundering and Terrorist Financing |
| | |
| | "parent company" means the parent company within the meaning of articles 2 and 148 of Company Law, as well as having the meaning attributed to the term “parent undertaking” by Articles 1 and 2 of Directive 83/349/EEC on consolidated accounts; |
| | |
| | “Register” means the Register established and upheld according to paragraphs (1) to (5) of article 25; |
| | |
| | “Unit” means the Unit for the Prevention of Money Laundering established under the Prevention and Suppression of Money Laundering and Terrorist Financing Law; |
| | |
| | “Law” means this Law and the Directives issued pursuant to this law; |
| | |
| | “Directive DI144-2007-08” means the Directive of the Commission for the Prevention of Money Laundering and Terrorist Financing; |
| | |
| | “Directives” mean the Commission’s Directives of regulatory content, which are issued pursuant to this Law and are published in the Official Gazette of the Republic; |
| | |
| | “general partnership” has the meaning attributed to this term by the Partnerships and Business Names Law; |
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| | “client” means every person to whom administrative services are |

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| | provided; |
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| | “credit institution” means a bank and or a cooperative credit institution; |
| | |
| | “beneficial owner” means the beneficial owner as defined in article 2 of the Prevention and Suppression of Money Laundering and Terrorist Financing Law; |
| | |
| | "persons who effectively direct the business" mean the members of the licensed person's board of directors and its senior management; |
| | |
| | “regulated market” means a regulated market as defined by article 2 of the Investment Services and Activities and Regulated Markets Law; |
| | |
| | “director” means a person occupying the position of director in a company or who has the power to effectively exercise the same powers as those exercised by a director in a company, and includes a person on whose directions a director or directors usually act; |
| | |
| 22 of 1985 68 of 1987 190 of 1989 8 of 1992 22(I) of 1992 140(I) of 1999 140(I) of 2000 171(I) of 2000 8(I) of 2001 123(I) of 2003 124(I) of 2003 144(I) of 2003 5(I) of 2004 170(I) of 2004 230(I) of 2004 23(I) of 2005 49(I) of 2005 76(I) of 2005 29(I) of 2007 37(I) of 2007 177(I) of 2007 104(I) of 2009 124(I) of 2009 85(I) of 2010 118(I) of 2011 130(I) of 2012 | “cooperative society” has the meaning attributed to the term by article 2 of the Cooperative Societies Law |
| | «bank» has the meaning attributed to this term by article 2 of the |

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| 66(I) of 1997 74(I) of 1999 94(I) of 2000 119(I) of 2003 4(I) of 2004 151(I) of 2004 231(I) of 2004 235(I) of 2004 20(I) of 2005 80(I) of 2008 100(I) of 2009 123(I) of 2009 27(I) of 2011 104(I) of 2011 107(I) of 2012 | Banking Law; |
| | “financial instruments” mean the instruments defined in article 2 of the Investment Services and Activities and Regulated Markets Law; |
| Scope of Application | 3. (1) This Law applies to persons providing administrative services to or from the Republic. |
| | (2) The following are exempted from the scope of application of this Law- |
| | (a) exempted persons and |
| | (b) CIF and credit institutions who exercise administrative services in the framework of their business, |
| | which are regulated by their respective Competent Authorities under the Prevention and Suppression of Money Laundering and Terrorist Financing Law: |
| | Provided that natural persons employed by the above are exempted from the provisions of this Law only when they provide administrative services in the framework of exercising the activities assigned to them by their employer. |
| | (3) The persons referred to in paragraph (2) may, if and they so wish, choose to submit an application for authorisation from the Commission; In such a case, these persons are regulated by the Commission and are obliged to abide by the provisions of this Law. |
| | (4) Management Companies and Variable Capital Investment Companies who provide administrative services during the course of their business under the Open Ended Undertakings in Collective Investments Law, are also exempt from the scope of application of this Law. |

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| | (5) A legal person exclusively owned by a licensed person and not a person exempted from the scope of application of the Law, is not subject to the provisions of this Law; The responsibility for actions undertaken by the said legal person under this Law is borne by the licensed person; In such cases the licensed person should notify immediately, and without delay, the Commission the existence of such legal persons. |
| | |
| | (6) The provision of administrative services, whether this is provided by an employee of a licensed person or by a third person following outsourcing under article 17 of this Law, is considered as provision of administrative services by the actual licensed person. |
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| | (7) Concerning the provision of the services of the management and administration of trusts by eligible persons and or persons who are exempted from the scope of application of this Law, including the persons referred to in paragraph (4) of article 4 below, any person providing these services must identify and verify the identity of the beneficial owners of the trust. This should include accurate and updated information regarding the following categories, where and if these are applicable: |
| | (8) Trustees, |
| | (9) Settlers, |
| | (10) Beneficiaries or information on the class of beneficiaries including the beneficiaries to whom any distributions have been made pursuant to the trust, |
| | (11) Protector (if applicable), |
| | (12) Fund manager, accountant, tax consultant (if applicable), |

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| | <p>(13) The activities of the trust,</p> <p>(7) Any other person who exercises effective control over the trust.</p> <p>The person providing trust services must have this information available in the Republic of Cyprus for disclosure to and inspection by the relevant Competent Authority at all times.</p> |
| | |
| | PART II: REGULATION OF ADMINISTRATIVE SERVICES |
| | |
| Administrative Services | 4. (1) The services and activities described below are considered to be administrative services - |
| | |
| | (a) The management or directing of trusts including, without limitation, the undertaking or provision of trustee (commissioner) or protector of trusts, wherever these are created or established, or the management or investment or marketing of assets of a trust: |
| | |
| | Provided that where protector services are provided these are not deemed to be administrative services, within the meaning this Law, in case the protector of a trust is one of the beneficiaries of the trust or the settlor or is a relative up to third degree of the settlor. |
| | |
| | (b) The undertaking or provision of the service of managing companies, including, but not limited, to the management or the managing of companies, general or limited partnerships, or other organisations with or without separate legal personality anywhere these may be registered or established and the provision of the following services:- |
| | |
| | (i) providing directors for legal persons; |
| | (ii) secretary, or assistant secretary of legal persons; |
| | (iii) holding the share capital of legal persons and registering the holder in the respective registers of shareholders on behalf of third persons; |
| | (iv) provision of address of registered office and or the official mail and or electronic address of companies; |
| | (v) provision of general or limited partners in partnerships; |
| | (vi) provision of other similar services, or in conjunction with services described above, in relation to other legal persons or |

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| | organisations, with or without separate legal personality; |
| | (vii) opening or managing bank accounts; |
| | (viii) safe keeping of financial instruments on behalf of clients, including acting as depositary, as defined in Annex III, Part II, paragraph 1 of the Investments Services and Activities and Regulated Markets Law, and other related services, unless this is provided as an ancillary service by an IF in the framework of the Investment Services and Activities and Regulated Markets Law; |
| | |
| | It is provided that the power to register companies, remains exclusively with lawyers as provided in the Lawyers Law. |
| | |
| | (2) In case any of the administrative services are services that need a license according to the Investment Services and Activities and Regulated Markets or the Open Ended Undertakings in Collective Investments Law or other law, the provider of the these services is obliged to obtain a license according to the respective applicable law and not this Law. |
| | |
| | (3) Subject to the provisions of paragraph (7) of article 3, paragraph (2) of article 5 and paragraph (2) of article 23, the provision of administrative services by natural persons in the following cases does not require authorization provided that these will not be advertised or used to attract clients nor offered or provided to persons other than the ones referred to in this paragraph: |
| | |
| | (a) Undertaking director duties in a company- |
| | |
| | (i) whose securities are admitted to trading on a regulated market; |
| | |
| | (ii) which is subject to regulatory control by a Competent Authority and according to its regulatory framework is obliged to appoint independent non executive directors; |
| | |
| | (iii) in which the Republic of Cyprus or any public body, authority or organisation holds the majority of shares; |
| | |
| | (iv) where the company is rightfully owned by at least twenty five per cent (25%)- (a) by the person providing the relevant services and/or his/her spouse and/or members of his/her family and/or the spouse's family, up to forth degree of relation or |

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| | <p>(b) by a company or companies wholly owned by the person providing the relevant services and/or his/her spouse and/or members of his/her family up to forth degree of relation or</p> <p>(c) by a trust, where, either the person providing the relevant services and/or his/her spouse and/or any person with whom the person providing the relevant services and/or his/her spouse has a family relationship up to forth degree of relation, are the sole beneficiaries;</p> |
| | |
| | <p>(v) where the company is the sole employer of the person providing the services or a company who is a member of a group of companies where the employer is also a member;</p> |
| | |
| | <p>(vi) which is a subsidiary of a company described in paragraph (a)(i)-(v) above;</p> |
| | |
| | <p>(vii) in less than ten companies not counting companies referred to in paragraph (a)(i)-(vi) above and provided that the relevant person or persons do not jointly control the board of the relevant company.</p> |
| | |
| | <p>(b) Undertaking secretary duties in a company, by a natural person resident in Cyprus, in cases where-</p> |
| | |
| | <p>(i) at least fifty per cent (50%) of the shares in the company are owned:</p> |
| | <p>(a) by the person providing the relevant services and/or his/her spouse and/or members of his/her family and/or the spouse's family, up to forth degree of relation or</p> |
| | <p>(b) by a company or companies wholly owned by the person providing the relevant services and/or his/her spouse and/or members of his/her family up to forth degree of relation or</p> |
| | <p>(c) by a trust governed by Cyprus law, where, either the person providing the relevant services and/or his/her spouse and/or any person with whom the person providing the relevant services and/or his/her spouse has a family relationship up to forth degree of relation, are the sole beneficiaries;</p> |
| | |
| | <p>(ii) In the event of any of the cases in paragraphs (i)(a)-(c) above all the shareholders of the relevant company are natural persons residents of Cyprus, the threshold of fifty per cent (50%) referred to in the introductory sentence of paragraph</p> |

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| | (i) above, shall be reduced to twenty five per cent (25%); |
| | |
| | (iii) the company is the sole employer of the person providing the services or a company who is a member of a group of companies where the employer is also a member; |
| | |
| | (iv) which is a subsidiary of a company described in paragraph (b)(i)-(iii) above; |
| | |
| | (c) The provision of trustee services when these are provided towards a trust where the person providing the administrative services is a settlor or where all the beneficiaries of the trust are himself and or his/her spouse and/or his/her family members and/or his/her spouse's family members, up to forth degree of relation or |
| | |
| | (d) The undertaking of trustee duties in a trust created under a will of a natural person. |
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| | |
| Prohibition of exercising administrative services without authorisation | 5. (1) Subject to any exemptions in the Law, only eligible persons may provide administrative services: |
| | Provided that natural persons employed by eligible persons are exempted from the provisions of this Law only when they provide administrative services in the framework of exercising the activities assigned to them by their employer. |
| | |
| | (2) Regarding the services of trustee, the trustee is obliged to make sure that, at all times, a trust subject to Cyprus Law has at least one trustee who is a Cyprus resident: |
| | |
| | Provided that in cases of trusts who operate at the date of entry into force of this Law, the trustee is required to comply with the provisions of this paragraph within six months. |
| | |
| PART III - CONDITIONS FOR GRANTING AUTHORISATION | |
| Chapter A - Conditions for the granting of authorisation | |
| Head offices | 6. The head offices of the licensed person must be located in the Republic: |
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| | It is provided that a license granted under this Law allows the licensed persons to provide administrative services, for which they have obtained a license, in the Republic and abroad, provided that the respective legislation abroad does not forbid them to do so. |
| | |
| Persons who effectively direct the business of the licensed person | 7. (1) The persons who effectively direct the business of the applicant or the licensed person shall be of sufficiently good repute and sufficiently experienced, and hold sufficient academic or professional qualifications as to ensure the sound and prudent management of the licensed person. |
| | |
| | (2) The management of the licensed person must be undertaken by at least two persons meeting the requirements laid down in paragraph (1). |
| | |
| | (3) The Commission may reject an application for authorisation, if it is not satisfied that the persons who will effectively direct the business of the applicant are of sufficiently good repute and sufficiently experienced, or if there are grounds for believing that their presence in the management poses a threat to its sound and prudent management. |
| | |
| | (4) The Commission retains the right, at any time following the authorisation, either to oppose any appointment, or change of appointment of a person who will effectively direct the business, or request from the licensed person additional documents or information or recommend amendments; The licensed person must comply with any demand and or recommendation by the Commission. |
| | |
| Licensed person shareholders | 8.- (1) The Commission shall not authorise the provision of administrative services, until it has been informed of the identity of the shareholders, whether direct or indirect, and the beneficial owners of the applicant irrespective if they are natural or legal persons: |
| | |
| | It is provided that in respect of legal persons, the applicant or the licensed person must provide information of the identity of the natural persons managing them as well as that of their shareholders, reaching up until the final natural persons. |
| | |
| | (2) The Commission may reject the application to grant an authorisation if, taking into account the need to ensure the sound and prudent management of the company, it is not satisfied as to the |

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| | suitability of the direct and/or indirect shareholders and beneficial owners. |
| | |
| | (3) The Commission retains the right, at any time following the authorisation, either to object to any participation, or change of shareholder, or request from the licensed person additional documents or information or recommend amendments if it has reasons to doubt the suitability of direct and or indirect shareholders and beneficial owners. The licensed person must comply with any demand and or recommendation by the Commission. |
| | |
| Persons employed by a licensed person | 9. (1) The licensed person must make sure that the persons it employs, must be of sufficiently good repute and have the necessary skills, knowledge and expertise for performing their assigned responsibilities. |
| | |
| | (2) The licensed person must employ an internal lawyer or maintain a regular business relation with an external lawyer on an annual basis. |
| | |
| | (3) The licensed person must appoint a compliance officer. |
| | |
| | (4) The appointment of the compliance officer must have the prior approval of the Commission taking into account his/her experience, skills and good repute. |
| | |
| Chapter B Application for granting an authorisation, application for the extension or amendment of an authorisation | |
| | |
| Submission of application for the granting of authorisation | 10. (1) A company wishing to obtain a license for the provision of administrative services submits a relevant application, duly completed, to the Commission. |
| | |
| | (2) The relevant form for the application is issued by the Commission and is available on its website. |
| | |
| | (3) The application is signed by the members of the board of the company and is accompanied by:- |
| | |
| | (a) The specially formulated questionnaire, issued by the Commission and is available on its website, completed and submitted by the directors and the persons who effectively direct the company, if different from the directors, the shareholders and, if applicable, the beneficial owners and the compliance officer. |

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| | (b) Signed affirmation by the members of the board, by which they affirm that they have undertaken every possible diligence to ensure that the information contained in the application, as well as the accompanying documents, is true, correct and complete. |
| | |
| | (c) Criminal record certificate and certificate or affirmation of non-bankruptcy, by any independent and reliable source, in case of natural persons: |
| | |
| | It is provided that where the certificate of non-bankruptcy cannot be issued by a government body, an affirmation by a credit institution in the Republic or abroad may be provided; The said affirmation must certify that the person it refers to maintains a bank account in the credit institution and is consistent with his/her obligations. |
| | |
| | For the purposes of this paragraph, “natural persons” are deemed to be the members of the board, the persons who effectively direct the company, the compliance officer, the shareholders and, where applicable, the beneficial owners. |
| | |
| | (d) The memorandum and articles of association of the company as well as all the relevant documents disclosing the members of the board, the shareholders and the beneficial owners, if applicable, as well as the registered office and certificate of good standing. |
| | |
| | It is provided that where the certificate of good standing cannot be issued by a government body, an affirmation by a credit institution in the Republic or abroad may be provided; In such a case, the said affirmation must certify that the company it refers to maintains a bank account in the credit institution and is consistent with its obligations. |
| | |
| | (e) The submission fee for the application, as provided for in article 32. |
| | |
| | (4) When receiving and examining the application and at any given time, the Commission may demand the submission of any additional information or any documents, deemed necessary and helpful in the evaluation of the application. |
| | |
| | (5) The application is considered duly completed only if it includes all the information, as well as the relevant submission fee by the Commission under this Law. |
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| | (6) The Commission grants an authorisation only if satisfied that all the necessary fees, information, forms and documents prove that the applicant complies with the provisions of this Law. |
| | |
| | (7) The responsibility for the correctness, completeness and accuracy of the application for the granting of an authorisation as well as for the information and documents that shall accompany the application, rests on the members of the board of directors of the applicant, who sign the application. |
| | |
| | (8) The Commission may, by way of Directive define the content of the application and the information to be provided through it, as well as any other relevant matter. |
| | |
| Transitional provisions for persons providing administrative services | 11. (1) Subject to the exemptions of this Law, a person who at the entry into force of this Law was providing administrative services, may continue to provide the said services in the Republic and enroll in the Register, provided that: |
| | |
| | (a) Within two months from the entry into force of the Law the said person notifies to the Commission of: |
| | <ul style="list-style-type: none"> (i) the details, name, shareholders, directors and summary report of activities, (ii) the intention to submit, or not, an application for authorisation according to the Law. |
| | |
| | (b) Within four months from the date of submission of the notification provided in paragraph (a), submits to the Commission an application, as defined in article 10, along with audited accounts of the immediate two previous years, where possible. |
| | |
| | (c) Complies immediately with the provisions of this Law. |
| | |
| | (2) The persons referred to in paragraph (1), may, in case they don't submit a notification as defined in paragraph (1), continue to exercise such functions for a period of six months following the entry into force of this Law; With the expiration of the six month deadline, the said persons cease to be entitled to provide administrative services. |
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| | (3) A person providing administrative services at the entry into force of the this Law and who has notified the Commission of its intention to submit an application as well as the subsequent filing of an application, according to this article, may continue to provide |

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| | administrative services unless its application is rejected by the Commission in which case the provisions of paragraph (4) apply. |
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| | (4) In case the Commission rejects the application of a company for authorisation, the said company is not enrolled in the Register and must cease to provide administrative services within six months from the notification of the Commission's rejection; At the expiration of the six month period the company must settle its obligations resulting from the provision of the said services towards third persons. |
| | |
| Granting of authorisation | 12. (1) The Commission while examining an application submitted according to article 10 has the power, within four months from the date of receiving a duly completed application to inform in writing the applicant company of its decision- |
| | (a) to forbid the provision of administrative services or (b) to approve, with or without conditions, the application and grant an authorisation by registering it on the Register. |
| | |
| | (2) The Commission while examining an application submitted according to article 11 has the power, within a time period not exceeding twenty four (24) months from receiving a duly completed application to inform in writing the applicant of its decision- |
| | (a) to forbid the continuation of provision of administrative services or (b) approve, with or without conditions, the application and grant an authorisation by registering it on the Register. |
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| | (3) The Commission may, at its absolute discretion, extend the deadline for notifying its decision according to paragraphs (1) and (2), without the application to be considered approved. |
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| | (4) The Commission does not grant an authorisation if not fully convinced that the company, established in the Republic and applying for the authorisation, satisfies all the requirements provided in this Law and the Directives issued pursuant to this Law. |
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| | (5) The applicant company must provide all the information, as defined in the Law, which are necessary in order to convince the Commission that the applicant has taken, at the time of granting the authorisation, all the necessary measures to fulfill the Law's requirements. |
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| | (6) Subject to paragraph (5), the licensed person is allowed to provide only the administrative services recorded in the Register. |

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| Application for extension or amendment of authorisation | 13. (1) In case the licensed person wishes the extension of its license to additional administrative services not provided in the authorisation granted or wishes the amendment of its authorisation regarding any details or information, then it submits, in advance, a relevant notification to the Commission, accompanied by any relevant information, details and forms as provided in this Law. |
| | |
| | (2) The Commission does not approve the cases referred to in paragraph (1) but retains the right, at any time, either to oppose any extension or amendment of the authorisation or request from the licensed person additional documents or information or indicate amendments. The licensed person must comply with any demand and/or indication made by the Commission. |
| | |
| | (3) Notwithstanding the provisions of paragraph (2), the licensed person which at any stage offers, intends to offer or ceases to offer, the administrative service provided in subparagraph (a) of paragraph (1) of article 4 must immediately and explicitly inform the Commission. |
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| | (4) The Commission must update the Register in respect of any amendments that take place according to this article, within five (5) working days from the date of notification of the amendments. |
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| PART IV – WITHDRAWAL, SUSPENSION AND LAPSE OF AUTHORISATION | |
| Withdrawal of authorisation | 14. (1) The Commission may withdraw an authorisation, in case it ascertains that - |
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| | (a) the licensed person does not comply, or violates, any provision of this Law, or the Prevention and Suppression of Money Laundering and Terrorist Financing Law or Directive DI144-2007-08; and/or |
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| | (b) the licensed person has obtained the authorisation on the basis of false or misleading details or has submitted or notified or otherwise publicised in any way false or misleading information, details or documents; and/or |
| | |
| | (c) the interests of the licensed person's clients are not met or are threatened in any way, following the way the licensed person provides the administrative services, or for any other reason. |
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| | (2) Where an authorisation is withdrawn, the Commission |

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| | permanently deletes the licensed person from the Register. |
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| | (3) The company whose authorisation has been withdrawn, ceases immediately to provide administrative services and has to settle its obligations arising as a result of the services or/and the activities that is no longer allowed to provide or perform, within a period of three (3) months from the date the Commission's decision has been notified to it. |
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| | (4) A company, whose authorisation has been withdrawn, remains under the supervision of the Commission until the Commission is satisfied that the said company has completely complied with the provisions of this Law. |
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| Suspension of authorisation | 15. (1) The Commission may suspend a licensed person's authorisation in the following cases- |
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| | (a) Simultaneously and immediately, with the beginning of an authorisation withdrawal proceeding as laid down in article 14, if at its absolute discretion the continuation of operation by the licensed person, until the Commission has reached a decision as to whether to withdraw or not the authorisation, possibly endangers its clients' interests. |
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| | (b) When there are suspicions for an alleged violation of this Law or the Prevention and Suppression of Money Laundering and Terrorist Financing Law or Directive DI144-2007-08 that possibly endangers the client's interests and in case the charges or annual fees according to article 32 of the Commission's Directive are not paid within the deadline; In this case, the decision to suspend the authorisation is immediate and without prior notification towards the licensed person and may be taken by the Chairman or/and the Vice-Chairman of the Commission, who shall inform the Commission at its next meeting. |
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| | (2) When the conditions of subparagraph (b) of paragraph (1) exist, the Commission may set a reasonable deadline, that may not exceed three (3) months from the date of notification of the suspension of the authorisation, for compliance with the provisions of this Law or the Prevention and Suppression of Money Laundering and Terrorist Financing Law or Directive DI144-2007-08. |
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| | (3) The licensed person must, within the deadline set by the Commission as stated in paragraph (2), inform the Commission of its |

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| | compliance with the provisions of this Law or the Prevention and Suppression of Money Laundering and Terrorist Financing Law or Directive DI144-2007-08. Where the Commission- |
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| | (a) Is satisfied that the licensed person has complied with the above, it withdraws the suspension of the authorisation, and reinstates its registration on the Register, or |
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| | (b) is not satisfied that the licensed person has complied with the above, it automatically extends the suspension of the authorisation and commences proceedings to withdraw it; the licensed person authorisation will remain suspended until the Commission decides as to whether to withdraw or not the relevant authorisation. |
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| | (4) In case the licensed person does not inform the Commission within the set deadline as stated in paragraph (2) with regards its compliance with the provisions of this Law, the Commission automatically applies the procedure laid down in subparagraph (b) of paragraph (3). |
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| | (5) In case of suspension of authorisation, the licensed person is not allowed to provide administrative services. |
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| Actions leading to the automatic lapse of the authorisation | 16. (1) An authorisation for the provision of administrative services lapses in cases where the licensed person expressly waives the authorisation for the provision of administrative services. |
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| | (2) In case the licensed person expressly waives the authorisation for the provision of administrative services, the Commission immediately lapses its authorisation and permanently deletes it, from the Register without prior notification to the licensed person. |
| | |
| | (3) The company whose authorisation has lapsed, ceases immediately to provide administrative services and has to settle its obligations arising as a result of the services or/and the activities that it no longer provides, within a period of three (3) months from the date its decision for waiver has been notified to the Commission. |
| | |
| | (4) A company, whose authorisation has lapsed, remains under the supervision of the Commission until the Commission is satisfied that the said company has completely complied with any of its outstanding obligations. |
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| PART V – ORGANISATIONAL REQUIREMENTS, GENERAL AND CONTINUOUS | |

| OBLIGATIONS | |
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| Chapter A Organizational requirements | |
| Outsourcing | 17. (1) When the licensed person outsources to third parties the provision of administrative services, it must ensure the provision of a continuous and satisfactory service to its clients and the execution of administrative services in a continuous and satisfactory basis. |
| | (2) Any sort of outsourcing may be assigned to persons in the Republic. Such delegation must take place in a way that it does not impede the Commission's ability to regulate the direct compliance of the licensed person with all its obligations. |
| | (3) The licensed person outsourcing to external bodies or third persons the provision of administrative services, continues to bear full liability for the fulfillment of all the obligations borne according to this Law, the Prevention and Suppression of Money Laundering and Terrorist Financing Law and Directive DI144-2007-08. |
| | (4) Notwithstanding the provisions of this Law, the liability of the compliance officer cannot be transferred. |
| Safekeeping of client's financial instruments | 18. For the purpose of safekeeping the client's rights in relation to their financial instruments, the licensed person must maintain the necessary records and accounts, in order to be in a position, at all times and without delay, to separate the assets held in a client's account from the assets held in any other client's account, as well as from its own assets. |
| Safekeeping of client's funds | 19. (1) For the purpose of safekeeping the client's rights in relation to their funds, the licensed person must take all necessary measures to ensure that the client's funds deposited, according to article 20, are held in a separate account or accounts from other accounts used for the possession of the licensed person's funds. |
| | (2) The licensed person must maintain the necessary records and accounts in order to be in a position, at all times and without delay, to separate the funds held on behalf of a client from the funds held on behalf of any other client. |
| Deposit of client's funds | 20. As soon as it receives client's funds, a licensed person is obliged to immediately deposit them, without any delay, to one or more accounts named "client's money" and are opened in a credit |

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| | institution licensed either in the Republic or abroad. |
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| Use of client's financial instruments and funds | 21. (1) In case the licensed person holds financial instruments of clients, it is obliged to take every possible measure to protect the ownership rights of the clients, especially in case of bankruptcy; It is forbidden for the licensed person to use the client's financial instruments for its own account. |
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| | (2) In case the licensed person, holds client's funds, is obliged to take every possible measure to protect the client's interests; It is forbidden for the licensed person to use in any way client's funds for its own account. |
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| Maintenance of financial accounts | 22. The licensed person is obliged to prepare within four (4) months from the end of the financial year, financial accounts that provide its true and fair picture and are in accordance with the applicable accounting standards and rules. The said financial accounts must be audited by an auditor and accompanied by a signed copy of its report; The said financial accounts are maintained at the head offices of the licensed person and are available to the Commission, upon request. |
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| Chapter B General and continuous obligations | |
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| Continuous licensed person obligations | 23. (1) The licensed persons registered on the Register, must at all times comply with the conditions under which authorisation was granted, this Law, the Prevention and Suppression of Money Laundering and Terrorist Financing Law and Directive DI144-2007-08. |
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| | (2) Persons providing administrative services according to the provisions of paragraph (3) of article 4 must at all times comply with the Prevention and Suppression of Money Laundering and Terrorist Financing Law when exercising the above services. |
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| General obligations regarding accuracy of information and documents | 24. (1) Any person, including a licensed person or a person providing services pursuant to paragraph (3) of article 4, under an obligation pursuant to this Law to submit or notify to the Commission, any information, data, documents or forms, either at the request of the Commission or not, must ensure their correctness, completeness and accuracy. |
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| | (2) The provision to the Commission of false, or misleading information or data or documents or forms, or the withholding of |

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| | material information, in addition to constituting a violation subject to an administrative fine as stated in article 27, it also constitutes a criminal offence punishable pursuant to article 26. |
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| PART VI – MAINTENANCE AND PUBLICATION OF REGISTER | |
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| Maintenance and Publication of Register | 25.- (1) The Commission establishes and maintains a Register that is freely accessible by the public, where those licensed persons are registered. |
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| | (2) When granting an authorisation, the Commission grants a Register number in every licensed person and registers its details, the administrative services it provides as well as any other information deemed necessary, to the Register maintained according to the provisions of this article. |
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| | (3) Subject to the provisions of paragraph (4), the Commission updates the Register. |
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| | (4) The Commission with regards to the Register, may determine by means of a Directive, every relevant matter regarding the procedure of maintaining, updating, registering or deleting licensed persons as well as any other relevant matter. |
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| | (5) The Commission publishes the Register on its website, or in any other way it decides. |
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| | (6) The Commission posts in a prominent position on its website the link to access the respective registers maintained by the Competent Authorities of eligible persons. |
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| | 25A. (1) The Commission, the Cyprus Bar Association and the Institute of Certified Public Accountants of Cyprus (ICPAC) each establishes and maintains a Register of Trusts as provided for under paragraphs (2), (3) and (4) below. It is provided that the Competent Authorities may exchange information with each other for the purpose of carrying out their duties under this Law and the Law on the Prevention and Suppression of Money Laundering and Terrorist Financing Law. |
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| | (2) The Cyprus Bar Association establishes and maintains a Register of Trusts with respect to each trust governed by Cyprus law and where one of its trustees is an exempted person resident of Cyprus who is supervised by the Cyprus Bar Association in its capacity as a |

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| | Competent Authority. |
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| | (3) The Institute of Certified Public Accountants of Cyprus (ICPAC) establishes and maintains a Register of Trusts with respect to every trust governed by Cyprus law and where one of its trustees is an exempted person resident of Cyprus who is supervised by the Institute of Certified Public Accountants of Cyprus in its capacity as a Competent Authority. |
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| | (4) The Commission establishes and maintains a Register of Trusts with respect to every trust governed by Cyprus law which does not fall under the provisions of paragraphs (2) and (3) above. |
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| | (5) A trust is kept in the Register of Trusts for as long as it is governed by Cyprus Law. |
| | |
| | (6) The Registers of Trusts: (a) Are not available to the public but shall be available for inspection by the Competent Authorities. (b) Contain the following information: (i) the name of the trust, (ii) the name and full address of every trustee at all relevant times, (iii) the date of establishment of the trust, (iv) the date of any change in the law governing the trust to or from Cyprus law and (v) the date of termination of the trust. |
| | |
| | (7) Each trustee, resident of Cyprus, of a trust governed by Cyprus law must, within fifteen days from the creation of the trust or the adoption of Cyprus law as the applicable law governing the trust, as applicable, notify the Competent Authority that maintains the relevant Register of Trust of the information specified in paragraph (6) above. |
| | |
| | (8) In case of change in the information specified in subparagraphs (i) and (ii) of paragraph 6 (b) above, any trustee, resident in Cyprus, of a trust governed by Cyprus law must, within fifteen days of such change, notify the Competent Authority that maintains the appropriate Register of Trusts of the relevant change. |
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| | (9) In case of change of the law governing the trusts that are located in the Register of Trusts to a law other than Cyprus law or in case of termination of the trust which is in the Register of Trusts, every |

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| | trustee, resident of Cyprus, of the said trust must, within fifteen days of the advent of the relevant event, notify the Competent Authority that maintains the Register of Trusts of the said change, and in such case, the relevant Register of Trusts will indicate that the trust has been terminated and the information on the trust will be kept for five (5) years. |
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| | (10) With respect to trusts governed by Cyprus law which exist at the date that this Law comes into force, the trustee who is a resident of Cyprus shall have a deadline of six months to comply with the provision of this article. |
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| PART VII – CRIMINAL AND CIVIL LIABILITY, ADMINISTRATIVE SANCTIONS AND REGULATORY COMPETENCY OF THE SECURITIES AND EXCHANGE COMMISSION | |
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| Criminal Offence | 26. (1) A person who is in violation of or does not comply with article 5 and or article 24 and or article 25A, is guilty of a criminal offence, punishable, in the event of conviction, by a term of imprisonment not exceeding five (5) years or by a fine, not exceeding three hundred and fifty thousand euro (€350.000) or both. |
| | |
| | (2) Where the offence stated in paragraph (1), is performed by a legal person, criminally liable besides the legal person, is also any member of the board of directors, of the managerial, supervisory or auditory bodies where it is established that it has consented or is party to the offence. |
| | |
| | (3) Persons who, as stated in paragraph (2), are criminally liable for the offences carried out by a legal person, are liable together or and separately with the legal person, for every damage caused to third parties by the act or omission comprising the offence. |
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| | (4) Unless provided otherwise by any other law, a violation or omission to comply with the provisions of this Law by a person providing administrative services will not affect the validity of any act or activity of this person which takes place within the framework of providing the relevant administrative services. |
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| Administrative sanctions | 27. (1) In case of a violation of the provisions of this Law or and the Directives issued pursuant to this Law or the Prevention and Suppression of Money Laundering and Terrorist Financing Law and Directive DI144-2007-08, by any person, the Commission, irrespective of any criminal liability, may impose to the violator an |

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| | administrative fine not exceeding five hundred thousand euro (€500.000) and, in case of remission of the violation, an administrative fine not exceeding one million euro (€1.100.000), depending on the gravity of the violation. |
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| | (2) Where a person has obtained a gain by violating this Law or the Prevention and Suppression of Money Laundering and Terrorist Financing Law and Directive D1144-2007-08, which gain exceeds the sum of the administrative fines provided in paragraph (1), the Commission may impose an administrative fine of up to double the amount the said person gained by the violation. |
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| | (3) Without prejudice to paragraphs (1) and (2), the Commission may impose an administrative fine- |
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| | (a) to a legal person; or and |
| | (b) to a director, or a person who effectively directs the business or a compliance officer, in case that is established that the violation is due to its own fault, wilful omission or negligence. |
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| Collection of administrative fine | 28. (1) Administrative fines imposed in accordance with the provisions of this Law shall be calculated as revenue to the Treasury of the Republic. |
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| | (2) In case of failure to pay the administrative fine, measures shall be taken to collect the fine as provided in the Cyprus Securities and Exchange Commission Law. |
| | |
| Civil liability | 29. (1) Any person who violates this Law or the Directives issued pursuant to this Law, must compensate any person who suffers damage or loss of profit or both, which has arisen due to his act or omission in violation of the obligations emanating from this Law or the Directives issued pursuant to this Law. |
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| | (2) Criminal liability or liability of administrative nature does not relieve the offender from any civil liability. |
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| Competent authority and powers | 30. (1) The Commission is responsible to ensure the supervision and application of the provisions of this Law, as well as imposing administrative sanctions, and exercised its powers- |
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| | (a) directly, |
| | (b) in collaboration with other authorities or persons, or |
| | (c) under its responsibility, through the assignment of powers to |

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| | these persons. |
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| | (2) The Commission undertakes the investigation of administrative violations either on its own initiative or following a submitted complaint. |
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| | (3) The provisions of the Cyprus Securities and Exchange Commission Law, concerning the supervisory competency of the Commission, its power to collect information, conduct investigations and inspections, to impose administrative sanctions, cooperate with competent authorities in the Republic and abroad and generally all the competencies, powers, responsibilities and duties, apply mutatis mutandis. |
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| | (4) The Commission, while examining any applications filed, may demand orally or in writing any data and information. |
| | |
| | (5) Irrespective of the provisions of any other law, any person to whom a notice by the Commission for collection of information, inspection or investigation is addressed, shall be bound to comply immediately and provide any requested information timely, fully and accurately. |
| | |
| | (6) Notwithstanding the provisions of any other law, in case of refusal to provide access to information, records, books, accounts as well as other documents and data stored in computers, during an investigation or inspection, the Commission may proceed with the immediate confiscation of the relevant information, records, books, accounts and other documents and data and the electronic data storing and transfer medium. |
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| | It is provided that the Commission must return anything confiscated under the provisions of this paragraph to its holder, as soon as the purpose of its confiscation is fulfilled and in any case within forty-five days from the day of confiscation. |
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| | (7) In addition to the above, the Commission submits to the Unit any information or suspicion that may arise when exercising its competencies according to this Law, which may involve violations of the Prevention and Suppression of Money Laundering and Terrorist Financing Law. |
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| | (8) (a) Whenever this Law states in any way the obligation of informing, submitting, notifying or filing of documents or information |

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| | <p>to the Commission, the Commission has the power and authority to accept these in electronic form.</p> <p>(b) The Commission may determine by way of a Directive the documents / information it will accept in electronic form, or in electronic and printed form, as well as the procedure and the way of submission of these documents:</p> <p>It is provided that, whenever the Commission requests the submission of documents in electronic and printed form, the responsibility for the compatibility and identicalness of the documents submitted lies with the person who, according to this Law, is obliged to submit the documents to the Commission.</p> |
| | |
| | (c) The Commission may determine, in the Directive provided in this paragraph, further details for the aforementioned procedure. |
| | |
| Power to issue Directives | 31. (1) Regardless of the provisions of this Law which provide for the issue of Directives, the Commission may issue Directives for the regulation of any other matter in this Law, which needs, or is susceptible to, determination. |
| | (2) The compliance with the Directives issued by the Commission pursuant to this Law is obligatory to those applied. |
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| PART VIII – CHARGES AND ANNUAL FEES | |
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| Charges and fees | 32. (1) For the purposes of application of this Law, charges and fees shall be paid, the amount of which shall be defined by way of Directive issued by the Commission. |
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| | (2) The charges and fees as defined in paragraph (1) shall be calculated as revenue of the Commission and in case of non-payment, court measures are taken for their collection, in addition to any other measures defined in this Law, in which case the amount due is collected as a civil debt. |