



Republic of Namibia
Annotated Statutes

REGULATIONS

REGULATIONS MADE IN TERMS OF

Pension Funds Act 24 of 1956
section 36

Pension Funds Regulations

Government Notice 211 of 2018

(GG 6697)

came into force on date of publication: 31 August 2018

The Government Notice which issues these regulations repeals the regulations contained in RSA GN R.98/1962 (RSA GG 162), but makes no mention of the amendments to those regulations.

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PART 1
INTRODUCTORY PROVISIONS

Definitions

1. In these regulations a word or an expression defined in the Act has that meaning unless the context indicates otherwise -

“Companies Act” means the Companies Act, 2004 (Act No. 28 of 2004);

“foreign fund” means a fund referred to in section 2(2) of the Act;

“friendly society” means a friendly society as defined in the Friendly Societies Act, 1956 (Act No. 25 of 1956);

“Long-term Insurance Act” means the Long-term Insurance Act, 1998 (Act No. 5 of 1998);

“person managing the business of the fund” includes, the committee, committee of management, board of trustees or similar body, administering the fund;

[The comma after “includes” is superfluous.]

“principal officer” means the principal executive officer referred to in section 8 of the Act who may be a member of the body administering the fund;

“privately administered fund” means a fund other than the funds referred to in sections 2(1), 2(2), 2(3)(a)(i) and 2(3)(a)(ii) of the Act;

“Public Accountants’ and Auditors’ Act” means the Public Accountants’ and Auditors’ Act, 1951 (Act No. 51 of 1951);

“state-controlled fund” means a fund referred to in section 2(3)(a)(i) of the Act;

“Stock Exchanges Control Act” means the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985);

“the Act” means the Pension Funds Act, 1956 (Act No. 24 of 1956); and

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“underwritten fund” means a fund referred to in section 2(3)(a)(ii) of the Act.

PART 2
DOCUMENTS AND PARTICULARS TO BE FURNISHED WHEN APPLYING FOR
REGISTRATION OF PENSIONS FUNDS UNDER SECTION 4

Privately administered funds

2. (1) An application for registration of a privately administered fund must consist of a letter signed by the person managing the business of the fund for the time being or on behalf of the employer participating in the fund, stating -

- (a) the full title of the fund;
- (b) the full physical address of the registered office of the fund and the postal address; and
- (c) the name of the person for the time being, or who will upon registration of the fund, be administering the fund or for the time being at the head of the body administering the fund.

(3) An application for registration referred to in subregulation (1) must -

- (a) be accompanied by -
 - (i) an original and one copy of such rules, duly certified as contemplated in regulation 8, by the applicant as being the rules which will become effective on the date of registration of the fund or the date of commencement of the fund, whichever is the later; and
 - (ii) a certificate by a valuator as to the soundness of the rules from a financial point of view and a copy of such certificate; and
- (b) state -
 - (i) the name,
 - (ii) address; and
 - (iii) professional qualifications and experience of the valuator which must be indicated in the certificate;
- (c) two copies of a document (for example an extract from the articles of association of the participating company and a copy of the directors’ resolution, etc.) to indicate the authority in terms of which the fund was established and if such authority does not exist this fact must be clearly stated; and

[The verb “exists” should be “exist” to be grammatically correct.]

- (d) the prescribed registration fee of N\$500.00 which must be paid in cash.

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(4) If the valuator referred to in subregulation (3)(a)(ii) has not been employed by the fund or if financial methods will be adopted by the fund which will render periodic investigations by a valuator unnecessary, the applicant must provide information regarding the financial soundness of the rules as the applicant may possess together with an explanation as to why a certificate by a valuator is not available, must be furnished.

[The phrase “must be furnished” is superfluous,
given the phrase “the applicant must provide... together with”.]

(5) If the application referred to in subregulation (1) is in relation to the business of a friendly society as contemplated in the definition of “pension fund organization” in section 1(1) of the Act, the rules covering such friendly society business are also to be submitted if they do not form part of the pension fund rules.

Foreign funds

3. (1) An application for registration of a foreign fund referred to in section 2(2) of the Act must be made on Form 1 in Annexure C and be accompanied by all the documents and particulars mentioned in regulation 2.

(2) An application referred to in subregulation (1) must be accompanied by a memorandum setting out -

- (a) the reasons why exemption is claimed under section 2(2) of the Act;
- (b) the names and registered addresses of the head offices of all the employers participating in the fund;
- (c) the number of members of the fund -
 - (i) outside Namibia;
 - (ii) in Namibia who are Namibian citizens; and
 - (iii) in Namibia who are not Namibian citizens.

State-controlled funds

4. (1) An application for registration of a state-controlled fund which claims exemption under section 2(3)(a)(i) of the Act must be made on Form 1 in Annexure C and be accompanied by all the documents and particulars mentioned in regulation 2.

(2) An application referred to in subregulation (1) must be accompanied by a memorandum in which reasons are set out as to why exemption is claimed under section 2(3)(a)(i) of the Act.

Underwritten funds

5. (1) An application for registration of an underwritten fund which claims exemption under section 2(3)(a)(ii) of the Act must be made on Form 1 in Annexure C and be accompanied by all the documents and particulars mentioned in regulation 2.

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(2) An application referred to in subregulation (1) must be accompanied by a certificate by the insurance company concerned to the effect that -

- (a) an insurance policy has been or will be issued by it in terms of the rules of the fund; and
- (b) the rules submitted by the applicant are those in force at the date of application.

PART 3
FINANCIAL STATEMENTS AND STATISTICS TO BE FURNISHED BY REGISTERED FUNDS

Financial statements and statistics

6. (1) Subject to section 15 of the Act, a registered fund must, not later than 6 months after the end of every financial year following the year in which the fund was registered -

- (a) prepare its annual financial statements in the manner set out in Form 2 of Annexure C; and
- (b) submit such annual financial statements to the registrar under cover of a letter signed by the principal officer.

(2) The annual financial statements referred to in subregulation (1) must be accompanied by -

- (a) a copy of any special report by the auditor relating to any of the activities of the fund during the financial year to which such documents relate;
- (b) a copy of any annual report that the fund may have issued to its members or shareholders in respect of the said financial year;
- (c) a copy of any other statement that the fund may have presented to its members or shareholders in respect of any of its activities during such financial year; and
- (d) an original and one copy of a list containing the names of all the employers participating in the fund except where such names are incorporated in the rules of the fund this fact need only be mentioned in the covering letter and, once a complete list has been furnished subsequent returns need only mention changes,

**[The comma at the end of paragraph (d) should be a full stop;
there is no additional text in the subregulation.]**

(3) If it is not possible to comply with paragraph (a) to (d) of subregulation (2) due to the fact that such reports were not made or such statements were not presented or if there was no change in the list of participating employers referred to in paragraph (d), this fact must be mentioned specifically in the cover letter.

(4) The name of the fund and the financial year to which the documents relate must be given on each sheet of paper submitted under regulation 6.

PART 4
REPORTS BY VALUATOR AND STATEMENTS OF ASSETS AND LIABILITIES

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Reports and statements by valuator

7. (1) A registered fund which carries on only pension fund business referred to in paragraph (a) or (b) of the definition of “pension fund organization” in section 1(1) of the Act must, whenever the fund sends a summary of a report of a valuator in terms of section 16(1) of the Act to every employer participating in the fund, cause any such summary to be prepared by the valuator concerned in a form substantially corresponding to Form 3 in Annexure C.

(2) A registered fund which in addition to its pension fund business carries on the business of a friendly society must, with regard to its pension fund business, comply with the requirements of section 16 of the Act.

(3) If -

- (a) the friendly society business of the fund is subject to actuarial scrutiny in terms of the rules, such friendly society business must be investigated and reported upon by a valuator at the same time as the pension fund business is investigated and reported upon in terms of section 16 of the Act and the reports on the pension fund and the friendly society business must be submitted together; or
- (b) the friendly society business is not subject to actuarial scrutiny in terms of the rules, a statement to that effect must accompany the valuation report in respect of the pension fund business submitted in terms of section 16 of the Act.

(4) A registered fund which requires authority to prepare a statement of liabilities and assets in lieu of causing its financial condition to be investigated and reported on by a valuator in terms of section 16 of the Act, must apply to the registrar for the necessary authority in terms of section 17 of the Act.

(5) The application for authority referred to in subregulation (1) -

- (a) may be submitted at the same time as the application for registration under regulation 2; and
- (b) must be accompanied by a memorandum setting out in detail the reasons as to why an investigation by a valuator is considered unnecessary.

PART 5
SIGNING OF DOCUMENTS

Rules

8. (1) The two copies of the rules of a fund which accompany an application for registration under Part 2 of these regulations, must be certified as follows on the first page or on the cover if the rules are in the form of a booklet:

“Certified that these are the rules of the XYZ Pension Fund which will become effective on the date of registration / commencement* of the fund.”

*Delete whichever not applicable.

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(2) If the application is made by the person managing the business of the fund the certificate is to be signed by such person for the time being as the head of the administering body and by one other member.

(3) If the application is made on behalf of the participating employer the certificate must clearly indicate the capacity in which the applicant signed the document, for example as secretary of the company.

Annual accounts and statements

9. (1) For the purposes of section 20 of the Act, the annual financial statements prepared in accordance with Form 2 of Annexure C will be regarded as one document and must be accompanied by the following certificate:

“Certified that to the best of our knowledge the attached accounts and statements in respect of the XYZ Pension Fund for the year ended, 20.., are true and correct.”

(2) The certificate which must be signed as explained in regulation 10, may either be on a separate sheet of paper or be endorsed on the revenue account or where all the documents are bound in one volume the certificate must be on the cover.

Other documents

10. (1) Any document, excluding a letter, other than those referred to in regulations 7(5) and 8 must be signed on the first page as set out in section 20 of the Act, namely -

- (a) where the fund is administered by one individual, by -
 - (i) such individual; and
 - (ii) the principal officer;
- (b) where the fund is administered by a committee or trustees, by -
 - (i) the person for the time being at the head of such committee or trustees;
 - (ii) one other member of the committee or a trustee; and
 - (iii) the principal officer.

(2) In the case of subregulation (1)(a), there must be two signatures by different individuals.

(3) In the case of subregulation (1)(b), there must be three signatures but as the principal officer may be a member of the committee or a trustee it is possible that his or her signature may be two of the three signatures, but at least two different individuals must sign the document.

PART 6
AUDIT REQUIREMENTS

Auditors

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11. (1) Subject to section 9 of the Act, the person managing the business of the fund must, within 30 days of the registration of a fund, apply in the form set out in Form 4 of Annexure C to the registrar for the approval of the appointment of the auditor.

(2) Subject to section 9 of the Act, whenever a registered fund has appointed a new auditor, the person managing the business of the fund must, within 30 days as from the date of such appointment, apply in the form set out in Form 4 of Annexure C to the registrar for the approval of the appointment of the auditor.

(3) The annual financial statements referred to in regulation 6 must be accompanied by a report signed by the auditor of the fund as set out in Form 2 of Annexure C.

(4) If the auditor is unable to sign the report referred to in subregulation (3) in the form so shown without qualification, the report must be in such form as he wishes provided that it must deal with the matters referred to in the report set out in Form 2 of Annexure C and must include his reasons for being unable to sign the report without qualification.

[All other provisions in these regulations use “he or she” and “his or her”.]

PART 7
ASSETS IN WHICH REGISTERED FUND MAY INVEST

Definitions for purposes of this Part

12. In this Part -

“any other stock exchange within the common monetary area” means any stock exchange authorised by or under the laws of a country of the common monetary area to function as, or carry on the business of, a stock exchange in that country;

“banking institution” means a banking institution registered under the Banking Institutions Act, 1998 (Act No. 2 of 1998), and includes a banking institution authorised as such under the laws of a country other than Namibia;

[The Banking Institutions Act 2 of 1998 has been
replaced by the Banking Institutions Act 13 of 2023.]

“building society” means a building society registered in terms of the Building Societies Act, 1986 (Act No. 82 of 1986), and includes a building society authorised as such under the laws of a country other than Namibia;

[The correct citation for the statute referred to is Act 2 of 1986.]

“common monetary area” means the Republic of Namibia, the Kingdom of Lesotho, the Kingdom of Swaziland and the Republic of South Africa;

“domestic asset” means assets of the kind referred to in the following items of Column 1 and 2 of Annexure A -

- (a) item 1 (credit balances) where such balances are held in Namibia;
- (b) item 2 (Government Bonds) where such bonds are denominated in any currency, and wherever issued and purchased;

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- (c) item 3 (State-owned enterprises, local authorities and regional council bonds) where such bonds are denominated in Namibian currency, and issued and purchased in Namibia;
- (d) item 4 (corporate bonds) where such bonds are denominated in Namibian currency and issued and purchased in Namibia to finance activities within Namibia;
- (e) item 6 (property) where such property is located in Namibia;
- (f) item 7 (shares) where such shares are in a company incorporated in Namibia and includes shares in a company incorporated outside Namibia if such assets have been acquired on a stock exchange licensed under the Stock Exchanges Control Act;
- (g) item 8 (other claims) where such claims are against natural persons resident in Namibia and companies incorporated in Namibia;
- (h) item 9 (other assets) where such other assets are held in Namibia;
- (i) item 10 (unlisted investments); and
- (j) any other asset designated as a domestic asset by the Minister by notice in the *Gazette*;

“foreign asset” means any asset that is not a domestic asset;

“fund policy” means a fund policy as defined in the Long-term Insurance Act;

“local authority council” means any municipal council, town council or village council as defined in section 1 of the Local Authorities Act, 1992 (Act No. 23 of 1992);

“market value”, in relation to -

- (a) the value of every quoted asset, means the price at which it was quoted on a stock exchange licensed under the Stock Exchanges Control Act, or any other stock exchange authorised by law to carry on the business of a stock exchange in the country where it is situated, within a period of three months immediately preceding the date to which the statement relates, which value must be shown in the statement at an amount not exceeding the value determined according to the price last so quoted, but if such quotation relates to a date other than the date to which the statement of assets relates that amount must be properly adjusted in the case of -
 - (i) any interest-bearing asset, by the difference between the amount of the interest which had accrued from the last date on which interest was payable up to the date of the quotation in question and the corresponding amount of interest accrued up to the date to which the statement relates; and
 - (ii) any shares on which dividends have been declared, by the difference between the amount of any dividend which had been declared but not paid on the date of the quotation in question and the amount of any dividend which had been declared but not paid on the date to which the statement relates;
- (b) assets to which paragraph (a)(i) do not apply, means the value determined in accordance with section 19(5A) of the Act;

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“Post Office Savings Bank” means the Savings Bank controlled and managed by the Namibia Post Limited established by section 2(1)(a) of the Posts and Telecommunications Companies Establishment Act, 1992 (Act No. 17 of 1992), and includes a savings bank or similar institution authorised as such under the laws of a country other than Namibia;

“property company” means a company -

- (a) of which 50 per cent or more of the market value of its assets consists of immovable property, irrespective of whether such property is held directly by the company as registered owner or indirectly by way of ownership of the shares in the company which is the registered owner of the property or of exercising control over the company which is the registered owner of the property or by way of a trust of which the company is a beneficiary; or
- (b) of which 50 per cent or more of its gross income is derived from direct or indirect investments in immovable property;

“regional council” means a regional council as defined in section 1 of the Regional Councils Act, 1992 (Act No. 22 of 1992);

“State-owned enterprise” means an entity that is named in Schedule 1 to the State-owned Enterprises Governance Act, 2006 (Act No. 2 of 2006);

**[Act 2 of 2006 was re-named the “Public Enterprises Governance Act”
by the Public Enterprises Governance Amendment Act 8 of 2015.
It has been replaced by the Public Enterprises Governance Act 1 of 2019.]**

Limits relating to assets in which registered fund may invest

13. (1) Subject to subregulation (5), (6), (7), (9), (10), (11) and (13) and regulation 12, a fund may only invest in assets set out in Column 2 of Annexure A and only to the extent set out in Column 3 of that Annexure in respect of such asset, but -

- (a) the aggregate of the market value of investments in assets referred to in items 6 and 7 in Column 2 of that Annexure, expressed as a percentage, may not exceed 90 per cent of the market value of the total assets of the fund;
- (b) the aggregate of the market value of investments in assets referred to in items 6, 7, 8 and 9 in Column 2 of that Annexure, expressed as a percentage, may not exceed 95 per cent of the market value of the total assets of the fund.

(2) Despite subregulation (1), and without prejudice to subregulations (9) and (11) and Annexure 1, a fund must keep invested in domestic assets, at all times after the following dates, not less than the following percentages of the market value of its total assets -

- (a) 31 August 2018, not less than 40%;
- (b) 30 November 2018, not less than 42.5%; and
- (c) 31 March 2019, not less than 45%.

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(3) In the application of this regulation with regard to domestic assets of a fund, domestic assets consisting of shares acquired in a company incorporated outside Namibia may not exceed -

- (a) 30 per cent of the market value of its total assets from 1 January 2014;
- (b) 25 per cent of the market value of its total assets from 1 January 2015;
- (c) 20 per cent of the market value of its total assets from 1 January 2016;
- (d) 15 per cent of the market value of its total assets from 1 January 2017; or
- (e) 10 per cent of the market value of its total assets from 1 January 2018.

(4) Assets consisting of shares in a company incorporated outside Namibia in excess of the limit set out in subregulation (3), acquired on a stock exchange licensed under the Stock Exchanges Control Act, are regarded as foreign assets.

(5) Despite subregulation (1), a fund must invest in unlisted investments a minimum of 1.75 per cent of the market value of its total assets in accordance with Part 8, but unlisted investments may cumulatively not exceed 3.5 per cent of the market value of the total assets of a fund.

(6) With regard to the assets in which a fund may invest in terms of subregulation (1), where the value of a kind or category of asset or an asset exceeds a percentage contemplated in subregulation (1) by 5% or less, as the result of a movement in the value of any asset and not due to a further investment in the same kind or category of asset or the asset which exceeds the percentage, a fund is not be in contravention of subregulation (1) if the fund -

- (a) immediately on becoming aware of such excess notifies the registrar in writing that a percentage contemplated in subregulation (1) has been exceeded; and
- (b) complies with this regulation within the period specified by the registrar in writing after having been notified in terms of paragraph (a).

(7) An investment may only be classified or counted as an investment in one kind or category of asset which may not be changed without the written approval of the registrar upon good cause shown.

(8) A fund must within 90 days, or a shorter period determined, after the end of each calendar quarter, submit to the registrar a statement of investment holdings in such form as the registrar may determine.

(9) With regard to the total assets of a fund, including any fund exempted under section 2(3)(a)(ii) of the Act, a fund policy issued to the fund concerned by an insurer carrying on long-term insurance business as contemplated in the Long-term Insurance Act is considered not to be an asset of the fund.

(10) With regard to the total assets of a fund where a fund invests in a unit trust scheme as defined in the Unit Trusts Control Act, 1981 (Act No. 54 of 1981), such investment is regarded as a proportionate investment in the unit portfolio's underlying securities excluding any unlisted investments included in the unit portfolio of such a unit trust scheme.

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(11) Where the membership of a fund, including any fund exempted in terms of section 2(3)(a)(ii) of the Act, is not compulsory and the fund operates by means of individual policies or certificates issued in respect of each member of the fund by an insurer carrying on long-term insurance business as contemplated in the Long-term Insurance Act, such policies or certificates are not subject to this regulation if the assets held by the insurer in respect of their net liabilities under those policies or certificates comply with the requirements of regulation 15 of the Regulations made under the Long-term Insurance Act.

(12) The investments of a fund referred to in section 2(3)(a)(ii) of the Act are not subject to this regulation provided that the investments by such fund in credit balances as contemplated in item 1 of Annexure A does not exceed 10% of the value of the insurance policies at any given time.

[The verb “does” should be “do” to be grammatically correct: “investments....do”.]

(13) Any investment made outside the common monetary area must comply with such limitations as may be determined under the Currency and Exchanges Act, 1933 (Act No. 9 of 1933) from time to time.

(14) The registrar, on a written application by a fund, may grant such fund written exemption from any of the provisions of this regulation upon such conditions as he or she may impose, but the registrar may only exempt a fund from subregulation (5) after having obtained the approval of the Minister.

PART 8

INVESTMENT OF PENSION FUND ASSETS IN UNLISTED INVESTMENTS

Definitions for purposes of this Part

14. (1) In this Part -

“administration of unlisted investments” means the function performed by an unlisted investment manager in terms of the management agreement with a special purpose vehicle;

“auditor” means an auditor registered in terms of the Public Accountants’ and Auditors’ Act, 1951 (Act No. 51 of 1951) and who is resident in Namibia;

“committed capital” means, at any point in time, the total amount of money committed to a special purpose vehicle by an investor in terms of regulation 20(b)(i) pursuant to a subscription agreement, and “capital commitment” has that meaning;

“contributed capital” means, at any point in time, the portion of the committed capital which has been transferred from an investor to a special purpose vehicle;

“co-investor” means any person other than a pension fund or an unlisted investment manager that invests in a special purpose vehicle;

“drawdown” means an amount of money transferred by an investor to a special purpose vehicle;

“drawdown period” means the period in which the special purpose vehicle has the right to drawdown committed capital;

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“financial institution” means a financial institution as defined in section 1 of the Namibia Financial Institutions Supervisory Authority Act, 2001 (Act No. 3 of 2001);

“investment plan” means the document in terms of which the special purpose vehicle will invest in unlisted investments and all matters incidental thereto;

“investor” means a pension fund or a co-investor that invests money in a special purpose vehicle;

“portfolio company” means a company into which a special purpose vehicle has invested directly;

“portfolio investment” means any unlisted investment held by a special purpose vehicle;

“special purpose vehicle” means an entity registered in terms of regulation 18(3);

“subscription agreement” means an agreement between an investor and a special purpose vehicle referred to in regulation 39;

“subscription interest” means the capital commitment of an investor to a special purpose vehicle;

“trust property” means any asset held or administered, directly or indirectly, by or on behalf of a pension fund; and

“unlisted investment manager” means a person who is registered in terms of regulation 28(3) and engages in the buying, selling or otherwise dealing with unlisted investments on behalf of a special purpose vehicle.

Requirements for unlisted investments

15. (1) All unlisted investments made pursuant to regulation 13(5) must be used to finance the activities within Namibia of the companies which are the subjects of the unlisted investments -

- (a) may not be transferred out of Namibia in any form or manner; and
- (b) must be held by a special purpose vehicle.

[There is a problem with the sentence structure of this subregulation.
There is possibly a missing word such as “and” at the end of the introductory phrase.]

(2) With regard to the total assets of a pension fund, the assets of a pension fund held by a special purpose vehicle are regarded as a proportionate investment in the portfolio investments of the special purpose vehicle.

(3) A pension fund is considered to have complied with regulation 13(5), if the aggregate amount of all capital commitments to special purpose vehicles falls within the limits of regulation 13(5), subject to regulation 20(b).

(4) A pension fund may not directly or indirectly invest in any unlisted investment manager, except insofar as such indirect investment is through a company listed on a stock exchange.

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Approval and change of name of special purpose vehicle

16. (1) A person who wants to register a special purpose vehicle -
- (a) must submit to the registrar a written notification of the proposed name of the special purpose vehicle; and
 - (b) may use the proposed name unless the registrar objects in writing within 30 days from the date of the notification referred to in paragraph (a).

(2) A special purpose vehicle may change its name by submitting to the registrar a written notification of the proposed change of name, and may use the proposed name unless the registrar objects in writing within 30 days from the date of such notification.

Requirements for special purpose vehicle

17. A person may be registered or remain so registered as a special purpose vehicle if it -
- (a) is incorporated or registered as -
 - (i) either a public or private company under the Companies Act, 2004 (Act No. 28 of 2004) and is solely organized and operated for purposes of holding unlisted investments on behalf of investors; or
 - (ii) a trust under the Trust Moneys Protection Act, 1934 (Act No. 34 of 1934) and is solely organised and operated for purposes of holding unlisted investments on behalf of investors;

[The Trust Moneys Protection Act 34 of 1934 has been replaced
by the Trust Administration Act 11 of 2023.]

- (b) has submitted an investment plan to the registrar for approval;
- (c) has submitted its memorandum of association, trust deed or founding documents that are not inconsistent with the investment plan;
- (d) has submitted a management agreement to the registrar for approval;
- (e) has submitted a generic subscription agreement;
- (f) has at least three directors or trustees;
- (g) has submitted the names of its directors or trustees, and confirmed that the majority of the directors or trustees are independent directors or trustees and are not affiliated, directly or indirectly, to the unlisted investment manager; and
- (h) has submitted any further information that the registrar may reasonably require.

Registration of special purpose vehicle

18. (1) A person who wants to register a special purpose vehicle under these regulations must -

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- (a) lodge with the registrar an application for registration in the form of Form 5 as set out in Annexure C; and
- (b) fully and honestly disclose the required particulars.

(2) The registrar may call on the person to furnish further relevant information considered necessary by the registrar.

(3) If the registrar is satisfied that -

- (a) the conditions set under regulation 17 and other information contemplated in subregulation (2) are met;
- (b) the proposed directors or trustees are qualified under these regulations to act as directors or trustees; and
- (c) the manner in which the business of the special purpose vehicle is to be carried on is -
 - (i) not inconsistent with the Act and these regulations;
 - (ii) based on sound financial principles; and
 - (iii) in the public interest,

the registrar may register the special purpose vehicle and issue a certificate of registration in the form of Form 6 as set out in Annexure C.

(4) A special purpose vehicle registered under subregulation (3) is regarded as a financial institution as defined -

- (a) in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984); and
- (b) in section 1 of the Namibia Financial Institutions Supervisory Authority Act, 2001 (Act No. 3 of 2001),

which invests, keeps in safe custody, controls or administers trust property.

Restrictions on directors or trustees of special purpose vehicle

19. A person who -

- (a) in terms of section 225 and section 226 of the Companies Act is disqualified from being appointed or acting as a director of a company;
- (b) is a director, trustee or principal officer of a financial institution and such financial institution is not in compliance with any law governing financial institutions; or
- (c) does not meet the fit and proper requirements determined,

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does not qualify as a director or trustee of a special purpose vehicle, but the director or trustee appointed by the unlisted investment manager may not serve as chairperson of the board of the special purpose vehicle.

Capital of special purpose vehicle

20. A special purpose vehicle -

- (a) must have subscription interest as specified in its investment plan;
- (b) must enter into a subscription agreement, not inconsistent with the investment plan, with an investor that is desirous of investing in the special purpose vehicle, that specifies -
 - (i) the total committed capital of the investor to the special purpose vehicle; and
 - (ii) the period within which the special purpose vehicle has the right to drawdown the committed capital subject thereto that the special purpose vehicle may only effect a drawdown of the committed capital or a part thereof when such drawdown is necessary to make a specific unlisted investment already identified at the time of the drawdown,

but if a drawdown is not effected, or only partially effected, in respect of a pension fund, within a period of 24 months, the capital commitment lapses in respect of the capital which has not been drawn down, unless the special purpose vehicle and the pension fund agree upon an extension of the drawdown period, and such extension has been approved by the registrar;

- (c) may, if so authorised by its memorandum of association and upon written approval by the registrar, issue debentures, provided that -
 - (i) the special purpose vehicle has submitted to the registrar all particulars of the debenture issuance, including the debenture trust deed; and
 - (ii) the issuance of debentures is not inconsistent with the investment plan and the Companies Act.

Powers, restrictions and functions of special purpose vehicle

21. (1) A special purpose vehicle has the power to -

- (a) accept the sale or transfer of assets in terms of the approved investment plan;
- (b) undertake, on its own or by agreement with any person, such activities as contained in the approved investment plan;
- (c) create any indebtedness or encumbrances to defray administrative or other necessary expenses as specified in the approved investment plan; and
- (d) pay out or invest its funds in accordance with the approved investment plan.

(2) A special purpose vehicle may not -

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- (a) undertake any activity other than that for which it is registered or contained in the approved investment plan;
- (b) amend the investment plan, management agreement or the subscription agreement without the written approval of the registrar, subject thereto that the registrar's written approval is not required if the amendment does not affect the rights or obligations of any person and does not contravene the Act, this regulation or any other law;
- (d) employ people or establish any business places other than its registered office; or
- (e) merge with another entity or change its form without the written approval of the registrar.

[The last two paragraphs are mislabelled;
there is no paragraph (c) in the *Government Gazette*.]

- (3) A special purpose vehicle must -
 - (a) act in accordance with the investment plan;
 - (b) represent the interests of the investors in the special purpose vehicle;
 - (c) enter into a management agreement with the unlisted investment manager for the management and administration of the special purpose vehicle and, upon termination of the agreement and notice thereof to the registrar, enter into a management agreement with another unlisted investment manager;
 - (d) ensure that the unlisted investment manager acts in accordance with the management agreement and the investment plan;
 - (e) monitor the performance of the unlisted investment manager; and
 - (f) appoint an auditor.

(4) The directors or trustees, by majority of the quorum of the independent directors or trustees, of a special purpose vehicle must review the proposed investment decisions by the unlisted investment manager, and in writing -

- (a) decline a proposed investment decision if the proposed investment decision is found to be inconsistent with the investment plan; or
- (b) otherwise approve a proposed investment decision, and keep a record of the decisions.

(5) In performing the functions under subregulations (3) and (4), the directors or trustees of a special purpose vehicle must -

- (a) observe utmost good faith and act with due skill, care and diligence;
- (b) conduct the business of the special purpose vehicle in a responsible way and not engage in practices which would prejudice the interests of investors, unlisted investment managers, portfolio companies and other stakeholders;

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- (c) take a long-term view of the portfolio investments and not engage in speculative activity;
- (d) promote and maintain ethical standards of conduct and deal fairly and honestly with investors, unlisted investment managers, portfolio companies and other stakeholders;
- (e) not disclose to third parties any confidential, financial or technical information acquired in the course of negotiations with unlisted investments managers and potential portfolio companies, or in the course of business with unlisted investment managers and portfolio companies, unless it has received permission for such disclosure;
- (f) not use the special purpose vehicle to promote their welfare or private interests; and
- (g) be accountable to the investors by fully disclosing information in a manner that is clear, fair and not misleading.

Notification of financial year of special purpose vehicle

22. (1) Every special purpose vehicle must, within a period of 30 days after its registration, notify the registrar of the date on which its financial year ends.

(2) The financial year of a registered special purpose vehicle may not exceed a period of 12 months.

(3) A special purpose vehicle may not without the prior written approval of the registrar change its financial year.

Appointment and duties of auditor

23. (1) A special purpose vehicle must obtain a written approval of the registrar when appointing an auditor, and must at all times have an auditor.

(2) A director or trustee of a special purpose vehicle, and firm of which such director or trustee is a member, may not be appointed as an auditor of the special purpose vehicle.

(3) A director, officer or employee of an unlisted investment manager, and a firm of which such director, officer or employee is a member, may not be appointed as an auditor of the special purpose vehicle.

(4) Whenever the appointment of an auditor is terminated, or the auditor has resigned, the special purpose vehicle and the auditor must within seven days from the date of such termination or resignation notify the registrar in writing of the reasons.

(5) The auditor of a special purpose vehicle, in addition to the duties imposed on him or her by the Public Accountants' and Auditors' Act, 1951 (Act No. 51 of 1951), must -

- (a) audit the financial statements of the special purpose vehicle in accordance with regulation 35(2);

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- (b) conduct an independent review, as part of their audit, of the valuations conducted by the unlisted investment manager; and
- (c) submit a report to the registrar and the unlisted investment manager on compliance, or otherwise, with these Regulations, the investment plan, the management agreement and any other applicable law.

(6) The auditor must report to the registrar any irregularity and any other matter which the auditor has become aware of in his or her capacity as auditor of a special purpose vehicle and which in his or her opinion may be of concern to the registrar having regard to the registrar's supervisory functions.

Deregistration of special purpose vehicle

24. (1) The registrar must deregister a special purpose vehicle, if -
- (a) it fails to invest in unlisted investments within 24 months from the date of registration unless extended by the registrar upon application not later than 3 months before the end of the 24 months period;
 - (b) holders of at least 75% of the contributed capital or subscription interest in the special purpose vehicle have resolved to liquidate or terminate the special purpose vehicle and the registrar has approved such liquidation or termination;
 - (c) conditions for deregistration as specified in the investment plan occur; or
 - (d) the registrar is satisfied that the special purpose vehicle no longer meets the conditions upon which it was registered, or fails to comply with these regulations or any other applicable law.

(2) The registrar must give notice to and afford the special purpose vehicle the opportunity to be heard prior to deregistration in terms of subregulation (1)(a) or (d).

Unregistered person may not administer unlisted investments

25. A person may not administer unlisted investments on behalf of pension funds pursuant to regulation 13(5), unless such a person is registered in terms of regulation 28(3).

Approval and change of name of unlisted investment manager

26. (1) A person desirous to register an unlisted investment manager -
- (a) must submit to the registrar a written notification of the proposed name of the unlisted investment manager; and
 - (b) may use the proposed name, unless the registrar objects in writing within 30 days from the date of the notification referred to in paragraph (a).

(2) An unlisted investment manager may change its name by submitting to the registrar a written notification of the proposed change of name, and may use the proposed name unless the registrar objects in writing within 30 days from the date of such notification.

Requirements for unlisted investment manager

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27. (1) A person other than a company which -

- (a) is incorporated as either a public or private company under the Companies Act and its object is to administer unlisted investments;
- (b) has a registered office and operates in Namibia;
- (c) has and maintains paid-up share capital and non-distributable reserves which, at any time, may not be less than an amount equal to 1% of the sum of the committed capital of each special purpose vehicle with which such person has entered into a management agreement;
- (d) has at least three directors;
- (e) has submitted the names of its directors; and
- (f) has appointed persons, or a person, to be its portfolio manager and chief executive officer, who are, unless the registrar in exceptional circumstances otherwise allows on such conditions as specified by the registrar, Namibian citizens resident in Namibia,

may not be registered as an unlisted investment manager.

(2) If an unlisted investment manager, at any time, ceases to comply with subregulation (1), it must within a period of 30 days thereafter report to the registrar in writing to that effect.

Registration of unlisted investment manager

28. (1) A company which desires to be registered as an unlisted investment manager must -

- (a) lodge with the registrar an application for registration in the form of Form 7 as set out in Annexure C; and
- (b) fully and honestly disclose the required particulars.

(2) The registrar may call upon any company which has applied for registration to furnish further relevant information considered necessary by the registrar.

(3) If the registrar is satisfied that -

- (a) the conditions set under regulation 27(1) are complied with;
- (b) the proposed directors are qualified under these regulations to act as directors; and
- (c) the manner in which the business of the unlisted investment manager is to be carried on is -
 - (i) not inconsistent with the Act and these regulations;
 - (ii) based on sound financial principles; and

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(iii) in the public interest,

the registrar may register the applicant as an unlisted investment manager and issue a certificate of registration in the form of Form 8 as set out in Annexure C.

(4) An unlisted investment manager registered under subregulation (3) is regarded as a financial institution, as defined -

- (a) in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984); and
- (b) in section 1 of the Namibia Financial Institutions Supervisory Authority Act, 2001 (Act No. 3 of 2001),

which invests, keeps in safe custody, controls or administers trust property.

Restrictions on directors of unlisted investment manager

29. A person does not qualify as a director, portfolio manager or chief executive officer of an unlisted investment manager, if the person -

- (a) is disqualified in terms of section 225 and section 226 of the Companies Act from being appointed or acting as a director of a company;
- (b) is a director or principal officer of a financial institution and such financial institution is not in compliance with any law governing financial institutions;
- (c) is a trustee or a principal officer of a pension fund; or
- (e) does not meet the fit and proper requirements determined.

[The last paragraph is mislabelled;
there is no paragraph (d) in the *Government Gazette*.]

Duties of unlisted investment manager

30. (1) An unlisted investment manager must -

- (a) have exclusive authority to manage and administer the portfolio investments of a special purpose vehicle in accordance with the investment plan and in terms of the management agreement;
- (b) have the right, power and authority to do on behalf of the special purpose vehicle all things necessary or desirable to carry out its duties and responsibilities to fulfil the requirements of the investment plan and the management agreement, including to initiate, screen, select and conduct due diligence and perform valuations on potential portfolio investments;
- (c) have the right to make investment decisions, not inconsistent with the investment plan and subject to regulation 21(4), on behalf of the special purpose vehicle;

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- (d) have the right to exercise the voting power conferred by the securities issued by a portfolio company and held in the special purpose vehicle;
- (e) monitor and report on the performance of portfolio investments of the special purpose vehicle;
- (f) structure and manage portfolio investments; and
- (g) manage and administer the operations of the special purpose vehicle.

(2) In performing the functions under regulation 30(1), an unlisted investment manager -

- (a) may not receive any other type of compensation or commission, direct or indirect, except that specified in the management agreement;
- (b) must observe utmost good faith and act with due skill, care and diligence;
- (c) must conduct its business in a responsible way and not engage in practices which would prejudice the interests of investors, special purpose vehicles, portfolio companies and other stakeholders;
- (d) may not engage in speculative activity;
- (e) must exercise the voting power in such a manner that best serves the interests of the special purpose vehicle;
- (f) must promote and maintain ethical standards of conduct and deal fairly and honestly with investors, special purpose vehicles, portfolio companies and other stakeholders;
- (g) may not disclose to third parties any confidential, financial or technical information acquired in the course of negotiations with potential portfolio companies, or in the course of business with portfolio companies, unless they have received explicit permission for such disclosure;
- (h) may not be used to promote the welfare of, or assist its directors, officers or employees, except insofar as they benefit from the performance of the special purpose vehicle in terms of the management agreement;
- (i) must be accountable to the special purpose vehicle by fully disclosing information in a manner that is clear, fair and not misleading; and
- (j) must maintain adequate human, financial and operational resources for its business.

(3) An unlisted investment manager must require its directors, officers and employees to abide by these regulations.

Co-investment requirement of unlisted investment managers

31. An unlisted investment manager is required to co-invest in any special purpose vehicle with which it has entered into a management agreement a minimum of 1% of the contributed capital on the same terms and conditions as applicable to investors.

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Notification of financial year by unlisted investment manager

32. (1) Every unlisted investment manager must, within a period of 30 days after registration, notify the registrar in writing of the date on which its financial year ends.

(2) The financial year of an unlisted investment manager may not exceed a period of 12 months.

(3) An unlisted investment manager may not without the written approval of the registrar change the financial year.

Appointment and duties of auditor

33. (1) An unlisted investment manager must, with the written approval of the registrar, appoint and at all times have an auditor.

(2) A director or trustee of a special purpose vehicle, and a firm of which such director or trustee is a member, may not be appointed as an auditor of the unlisted investment manager.

(3) A director, officer or employee of an unlisted investment manager, and a firm of which such director, officer or employee is a member, may not be appointed as an auditor of the unlisted investment manager.

(4) Whenever the appointment of an auditor is terminated, or the auditor has resigned, the unlisted investment manager and auditor must within seven days from the date of such termination or resignation notify the registrar in writing of the reasons.

(5) The auditor of an unlisted investment manager, in addition to the duties imposed on him or her by the Public Accountants' and Auditors' Act, 1951 (Act No. 51 of 1951), must -

- (a) audit the financial statements of the unlisted investment manager; and
- (b) submit a report to the registrar on compliance, or otherwise, with these regulations, the management agreement and any other applicable law.

(6) An auditor must report to the registrar any irregularity and any other matter which the auditor has become aware of in his or her capacity as auditor of an unlisted investment manager and which in his or her opinion may be of concern to the registrar having regard to the supervisory functions of the registrar.

Deregistration of unlisted investment manager

34. (1) The registrar must deregister an unlisted investment manager if -

- (a) the unlisted investment manager requests the registrar to be deregistered; or
- (b) the registrar is satisfied that the unlisted investment manager no longer meets the conditions upon which it was registered, or fails to comply with these regulations or any other applicable law.

(2) The registrar must give notice to and afford the unlisted investment manager the opportunity to be heard prior to deregistration in terms of subregulation (1)(b).

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Reporting requirements for special purpose vehicle

35. (1) A special purpose vehicle must within 60 days after 31 December and 30 June in each year submit to the registrar -

- (a) unaudited financial reports of the special purpose vehicle prepared for the six months in question, and such unaudited financial reports must include -
 - (i) a statement of assets and liabilities;
 - (ii) a statement of profit and loss;
 - (iii) a statement of holdings of securities; and
 - (iv) a description of the nature of each portfolio investment, including the cost thereof.
- (b) details of portfolio investments and disposals made by the special purpose vehicle, including minutes and resolutions as per regulation 21(4) detailing such investment decisions;
- (c) particulars of expenditure incurred by the special purpose vehicle;
- (d) summary of valuations for new portfolio investments indicating the valuation amounts;
- (e) details of drawdowns, total contributed capital and committed capital;
- (f) details of the number of permanent and temporary employees of the portfolio companies; and
- (g) any other information that the registrar may require.

(2) A special purpose vehicle must within 180 days after the end of the financial year as per regulation 22(1), submit to the registrar annual audited financial statements, prepared in accordance with International Financial Reporting Standards, containing, to the extent possible, all information listed under regulation 35(1).

Reporting requirements for unlisted investment manager

36. An unlisted investment manager must submit to the registrar within 180 days after the end of the financial year as per regulation 32(1), annual audited financial statements, prepared in accordance with International Financial Reporting Standards.

Investment plan

37. (1) The investment plan of a special purpose vehicle must, at a minimum, address -

- (a) the object of the special purpose vehicle;
- (b) the investment objectives of the special purpose vehicle;

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- (c) classes and limits of investments;
- (d) risk management;
- (e) details of the possession and ownership of assets;
- (f) the term of the special purpose vehicle;
- (g) the share capital or subscription interest;
- (h) the appointment of directors or trustees of the special purpose vehicle, including but not limited to, the term, number and vacating of office;
- (i) the proceedings of the directors or trustees meetings;
- (j) the powers of the directors or trustees;
- (k) the remuneration of the directors or trustees;
- (l) the management and control of the special purpose vehicle;
- (m) the annual and general meeting;
- (n) the capital commitments;
- (o) the procedure for drawdown of capital commitments;
- (p) the procedure for defaults in effecting payments for a drawdown;
- (q) the accounting, auditing, financial year and annual financial statements;
- (r) the bank accounts;
- (s) the capital accounts for investors;
- (t) the allocation of income, gains and losses;
- (u) reporting to the regulator and investors;
- (v) the distribution policy;
- (w) the valuation of portfolio investments;
- (x) performance measurement;
- (y) non-performing portfolio investments;
- (z) the borrowing policy;
- (aa) the issue of debentures, if any;
- (ab) investor participants;

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- (ac) the transfer of business;
- (ad) termination, de-registration or winding-up of the special purpose vehicle;
- (ae) confidentiality;
- (af) delegation of duties;
- (ag) amendments to the investment plan;
- (ah) conflict of interest;
- (ai) arbitration;
- (aj) fees and remuneration of unlisted investment managers, auditors and, where applicable, portfolio companies, as well as the method by which any losses of the special purpose vehicle will be recouped from any performance bonuses or incentives paid or to be paid; and
- (ak) any other particulars or relevant documents reasonably required by the registrar.

(2) Any provision in the investment plan inconsistent with these regulations or any other law is invalid.

Management agreement

- 38.** (1) The management agreement must, at a minimum, address -
- (a) the terms of appointment of the unlisted investment manager;
 - (b) the circumstances under which the appointment of an unlisted investment manager may be terminated prematurely, including the notice period;
 - (c) the duties of the unlisted investment manager;
 - (d) staffing of the unlisted investment manager;
 - (e) the manner in which the performance of the unlisted investment manager is assessed;
 - (f) the valuation of portfolio investments;
 - (g) the reporting requirements;
 - (h) exclusivity, if any;
 - (i) management fees, performance fees and other remuneration;
 - (j) expenses borne by the special purpose vehicle;
 - (k) warranties;
 - (l) confidentiality;

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- (m) restriction on subcontracting;
- (n) arbitration;
- (o) indemnity and breaches;
- (p) termination; and
- (q) any other particulars or relevant documents reasonably required by the registrar.

(2) Any provision of a management agreement that is inconsistent with any provision of the investment plan, these regulations or any other law is invalid.

Subscription agreement

- 39.** (1) The subscription agreement must, at a minimum, address -
- (a) the names of the investors and the special purpose vehicle (issuer);
 - (b) names of the directors or trustees of the special purpose vehicle;
 - (c) description of securities issued, including the form;
 - (d) offering price and pricing disclosure;
 - (e) subscription interest or committed capital;
 - (f) purpose of offer;
 - (g) terms and conditions of the securities;
 - (h) basis of allotment;
 - (i) uses of proceeds;
 - (j) offer and subscription in respect of securities;
 - (k) drawdown of subscribed amounts;
 - (l) encumbrances, contingencies and commitments;
 - (m) any conditions precedent; and
 - (n) any other particulars or relevant documents reasonably required by the registrar.

(2) A provision of a subscription agreement that is inconsistent with any provision of the investment plan, these regulations or with any other law is invalid.

Powers of registrar

40. (1) The registrar has in relation to special purpose vehicles and unlisted investment managers the powers conferred upon the registrar by -

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- (a) the Namibia Financial Institutions Supervisory Authority Act, 2001 (Act No. 3 of 2001);
- (b) the Inspection of Financial Institutions Act, 1984 (Act No. 38 of 1984);
- (c) the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984); and
- (d) any other law,

to regulate and supervise special purpose vehicles and unlisted investment managers, and any matters incidental.

(2) The registrar has in relation to a special purpose vehicle, after due notice, the power to remove -

- (a) a director or trustee; or
- (b) an unlisted investment manager,

if not in compliance with these regulations or any other applicable law.

(3) The registrar has in relation to an unlisted investment manager, after due notice, the power to remove a director, portfolio manager or chief executive officer if not qualified under these regulations or any other applicable law.

(4) When the registrar intends to act as contemplated in subregulations (2) and (3), the registrar must -

- (a) give notice to the special purpose vehicle or unlisted investment manager, or the director, trustee, portfolio manager or chief executive officer concerned, of the intention of the registrar and the reasons therefore; and
- (b) afford the special purpose vehicle or unlisted investment manager, or the director, trustee, portfolio manager or chief executive officer concerned an opportunity to be heard.

[There should be a comma after the word “concerned”, as in paragraph (a).]

(5) The registrar may at any time inspect the affairs or any part of the affairs of a special purpose vehicle or an unlisted investment manager, or instruct an inspector to carry out such inspection in accordance with the powers of the registrar conferred by the Inspection of Financial Institutions Act, 1984 (Act No. 38 of 1984).

PART 9
GENERAL PROVISIONS

Amendment of rules of fund

41. (1) A registered fund may not change its registered address unless the procedure prescribed in its rules for the amendment of the rule pertaining to the registered address has been followed and the amendment of the rule has been registered by the registrar.

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(2) Within one month from the date of the passing of a resolution for the alteration or rescission of any rule or for the adoption of any additional rule the principal officer of the fund must submit to the registrar -

- (a) a copy of the resolution adopted together with a certificate signed as contemplated in regulation 9 to the effect that the resolution has been adopted in accordance with the provisions of the rules of the fund;

[The word “contemplated” is misspelt in the *Government Gazette*, as reproduced above.]

- (b) if the alteration or rescission of or addition to the rules affects the financial condition of the fund, a certificate by a valuator as to the financial soundness of the alteration, rescission or addition or, if no valuator has been employed, such information regarding the financial soundness of the altered, rescinded or added rule as the fund may possess; and
- (c) a statement explaining the necessity for the alteration or rescission of or addition to the rules.

(3) An alteration or rescission of or addition to the rules is not valid before registration by the registrar in terms of section 12(4) of the Act, and such alteration, rescission or addition takes effect either as from the date determined by the fund concerned, or if no such date has been so determined, as from the date of the registration thereof.

(4) On payment of the fees prescribed in Annexure B, any person may, between the hours of 9 a.m. and 12 noon and 2 p.m. and 3.30 p.m. on Mondays to Fridays, inspect at the office of the registrar or may make a copy of or take an extract from any document mentioned in the Annexure or may obtain from the registrar a copy of or an extract from any such document.

Administrative penalties

42. (1) Without derogating from section 37 of the Act, a person who fails to make a return or to transmit or deposit a scheme, report, account, statement, other document or information within the time prescribed by the appropriate provision of the Act or these regulations or within any extended period allowed by the registrar in terms of sections 24 and 33(1) of the Act is still after such failure permitted -

- (a) to furnish such return; or
- (b) to transmit or deposit such scheme, report account, statement, other document or information,

subject to the payment of a penalty of N\$500 for every day during which the person remains in default.

(2) A person who contravenes or fails to comply with any provision of regulation 22 is liable to the payment of a penalty of N\$1 000 for every day during which the person remains in default.

Prescribed interest rate

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43. For the purpose of section 19(5)(b)(iii) of the Act, the rate of interest is equal to the sum of the percentage of the repo rate charged by the Bank of Namibia plus an additional 4 per cent per annum with effect from the date of publication of these regulations in the *Gazette*.

ANNEXURES

To view content without printing, scroll down.

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ANNEXURE A

LIMITS OF INVESTMENT (Regulation 13)

Column 1	Column 2	Column 3
Kind of Asset	Definition of Asset	Maximum percentage of aggregate market value of total assets
1. Credit Balances	<p>Deposits with and balances in current and savings accounts with a banking institution or a building society, including negotiable deposits and money market instruments in terms of which such a bank or building society is liable, including the paid-up shares of a building society, or deposits and savings accounts with the Post Office Savings Bank:</p> <p>(a) Per banking institution</p> <p>(b) Per building society</p> <p>(c) Per Post Office Savings Bank</p> <p>Total investments of a fund in assets referred to in this item</p>	<p>20%</p> <p>20%</p> <p>20%</p> <p>95%</p>
2. Government Bonds	Bills, bonds or securities issued or guaranteed by or loans to or guaranteed by the Government of the Republic of Namibia.	95%
3. Statutory body, public enterprise, local authority and regional council Bonds	<p>Bills, bonds or securities issued or guaranteed by or loans to or guaranteed by any statutory body, public enterprise, local authority or regional council in the Republic of Namibia:</p> <p>(a) Per local authority authorised by law to levy rates upon immovable property</p> <p>(b) Per regional council authorised by law to levy rates upon immovable property</p> <p>(c) Per statutory body or public enterprise</p> <p>Total investments of a fund in assets referred to in this item</p>	<p>20%</p> <p>20%</p> <p>20%</p> <p>50%</p>
4. Corporate Bonds	<p>Bills, bonds or securities issued by or loans to an institution in Namibia:</p> <p>Per institution</p> <p>Total investments of a fund in assets referred to in this item</p>	<p>20%</p> <p>50%</p>
5. Foreign Bonds	<p>Bills, bonds or securities issued by Government of, or any other institution in a country other than Namibia:</p> <p>(a) Per Government</p> <p>(b) Per institution</p> <p>Total investments of a fund in assets referred to in this item</p>	<p>40%</p> <p>10%</p> <p>50%</p>

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6. Property	<p>Immovable property, and shares in, loans to and debentures, both convertible and non-convertible, of property companies:</p> <p>(a) Per single property 5%</p> <p>(b) Per property development project 5%</p> <p>Total investments of a fund in assets referred to in this item 25%</p>	
7. Shares	<p>Preference and ordinary shares in companies listed on any stock exchange (excluding shares in property companies) and convertible debentures of such listed companies, whether voluntarily or compulsorily convertible (but excluding such debentures of property companies): Provided that -</p> <p>(a) shares and convertible debentures in a single company or related party listed on any stock exchange within the common monetary area -</p> <p>(i) with a market capitalization of N\$5 000 million or less are limited to 5%</p> <p>(ii) with a market capitalization of more than N\$5 000 million are limited to 10%</p> <p>(b) shares and convertible debentures in a single company or related party listed on a Namibian stock exchange licensed under the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) -</p> <p>(i) with a market capitalization of N\$500 million or less are limited to 5%</p> <p>(ii) with a market capitalization of more than N\$500 million are limited to 10%</p> <p>(c) shares and convertible debentures in a single company or related party listed on any stock exchange outside the common monetary area in a sector other than in the development capital sector -</p> <p>(i) with a market capitalization of N\$5 000 million or less are limited to 5%</p> <p>(ii) with a market capitalization of more than N\$5 000 million are limited to 10%</p> <p>Total investments of fund in assets referred to in this item 75%</p>	

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8. Other claims	<p>Debentures (listed and unlisted but excluding convertible debentures) and any other secured claims against natural persons (excluding loans or advances referred to in paragraph (c) of item 9 of this Annexure) and companies (excluding loans to and non-convertible debentures referred to in paragraph (b) of item 9 of this Annexure and loans to and debentures of property companies):</p> <p>Provided that -</p> <p>(a) Claims against any one natural person are limited to 0.25%</p> <p>(b) Claims against any single company are limited to 5%</p> <p>Total investments of a fund in assets referred to in item 8 of this Annexure 25%</p>	
9. Other Assets	<p>Any other asset not referred to in this Annexure per kind or category of asset.</p> <p>Provided that the following assets are not subject to the maximum percentage of aggregate market value of total assets in column 3:</p> <p>(a) loans granted to members of the fund concerned in accordance with -</p> <p style="padding-left: 40px;">(i) section 19(5) of the Act; and</p> <p style="padding-left: 40px;">(ii) such exemptions as may have been granted to the fund in terms of section 19(6) of the Act;</p> <p>(b) investments in the business of a participating employer to the extent that it has been allowed by an exemption in terms of -</p> <p style="padding-left: 40px;">(i) section 19(4) of the Act; or</p> <p style="padding-left: 40px;">(ii) section 19(6) of the Act;</p> <p>(c) any other asset designated by the Minister by notice in the <i>Gazette</i>.</p>	2.5%
10. Unlisted Investments	Equity or debt capital in a company incorporated in Namibia and not listed on any stock exchange, but excluding the kinds or categories of assets defined in column 2 of items 1, 2, 3, 5, 6, 7, 8 and 9 of column 1 of this Annexure.	3.5%

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ANNEXURE B

PRESCRIBED FEES

	Fee payable N\$
(a) For inspection of any document relating to any fund, per document.	2.00
(b) For any photostatic or double-spaced typewritten copy of or extract from any documents mentioned in (a) above made by the registrar, per A4 page or portion thereof.	0.50
(c) For authentication by the registrar of any copy made or extract taken under (a) or (b) above, per A4 page or portion thereof.	1.00
(d) For certifying or confirming that a fund is registered in terms of subsection (3) or (4) of section 4 of the Act or that its name has been changed or its rules amended	1.00
(e) For search fee per fund for service rendered in respect of items (a), (b) or (c) above.	2.00
(f) For perusal of documents for the purposes of item (c) above, per A4 page or portion thereof.	1.00

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ANNEXURE C

Form 1



APPLICATION FOR REGISTRATION AS A PENSION FUND IN TERMS OF
SECTION 4 OF THE PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
REGULATION 3, 4 AND 5

Section A. General Information

1. I, _____
(full name of authorized representative of fund)

hereby apply for the registration of _____
_____ as a pension fund.

2. It is intended that -

(a) The Principal Officer will be _____
(full names)

(b) The ID number of the of the Principal Officer _____

(c) The physical address of the Principal Officer _____

(d) The contact details of the Principal Officer _____

(e) The registered office of the fund _____

(full physical address)

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(d) The postal address of the fund

(e) The name and contact details of the proposed administrator (if applicable)

(f) The name and contact details of the proposed auditor (if applicable)

(g) The name and contact details of the appointed valuator

Section B. Applicant's declaration

We: _____

(Name of Pension Fund)

- **Declare** that all the information and documents provided in this application are complete, correct and can be relied upon.
- **Understand** that if any information in this application changes before and/or after this application is approved, we must immediately notify NAMFISA in writing of the changes.

(To be signed by two Trustees including the Chairperson of the Interim Board of Trustees.)

.....
Full Name	Signature	Date
	(Interim Board Chairperson)	

.....
Full Name	Signature	Date
	(Ordinary Member of the Interim Board)	

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Section C. Fit and Proper Questionnaire for proposed Principal Officer and Trustees

Kindly complete the questionnaire in full and if the answer to any of the questions is yes, please provide full details and attach to the questionnaire.

	YES	NO
1. Have you ever been found guilty by any professional or financial services industry body (in Namibia or elsewhere), of an act of dishonesty, negligence, incompetence or mismanagement?	<input type="checkbox"/>	<input type="checkbox"/>
2. Are you a member of any professional body?	<input type="checkbox"/>	<input type="checkbox"/>
3. Have you ever been denied membership of any professional body referred to in 2 on account of an act of dishonesty, negligence, incompetence or mismanagement?	<input type="checkbox"/>	<input type="checkbox"/>
4. Have you ever been found guilty by any regulatory or supervisory body (in Namibia or elsewhere) or has an authorization to carry on business been refused, suspended or withdrawn by any such body on account of an act of dishonesty, negligence, incompetence or mismanagement?	<input type="checkbox"/>	<input type="checkbox"/>
5. Have you ever been disqualified or prohibited by any court of law (whether in Namibia or elsewhere) from taking part in the management of any company or other statutorily created, recognized or regulated body, irrespective whether such disqualification has since been lifted or not?	<input type="checkbox"/>	<input type="checkbox"/>
6. Have you been involved with a corporation, which has been censured, disciplined, suspended or refused membership or registration by a stock exchange, futures exchange, other market or regulatory authority?	<input type="checkbox"/>	<input type="checkbox"/>
7. Have you had any judgment (including a finding of fraud, misrepresentation or dishonesty) given against you in any civil proceedings, in Namibia or elsewhere or are there any proceedings now pending which may lead to such a judgment?	<input type="checkbox"/>	<input type="checkbox"/>
8. Have you ever been a controlling shareholder, director of a company or member of a close corporation at the time it was placed under judicial management or in provisional or final liquidation?	<input type="checkbox"/>	<input type="checkbox"/>
9. Have you ever been the subject of any investigation or disciplinary proceedings by any regulatory authority (whether in Namibia or elsewhere) or exchange, professional body or government body or agency?	<input type="checkbox"/>	<input type="checkbox"/>
10. Have you ever been declared insolvent?	<input type="checkbox"/>	<input type="checkbox"/>
11. If the answer to 11 is "Yes" have you since been rehabilitated?	<input type="checkbox"/>	<input type="checkbox"/>
12. Have you ever been a principal officer, member, director or CEO of any business or company which has failed, where that failure has been occasioned entirely or in part by deficiencies in competence, diligence, honesty, integrity, fairness or ethical behavior in the management of the business or company?	<input type="checkbox"/>	<input type="checkbox"/>
13. Are you candid and truthful in all your dealings with any regulatory body and do you demonstrate readiness and willingness to comply with the requirements and standards of the regulatory system and with other legal, regulatory and professional requirements and standards?	<input type="checkbox"/>	<input type="checkbox"/>

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Section D. Attachments

Kindly confirm the attachment of documents by marking the appropriate box with an "X".

		Attached	Comment
PROPOSED FUND INFORMATION			
(a)	Two copies of the proposed rules of the fund;		
(b)	The date on which the fund will come into operation;		
(c)	Full details of those who will be participating employers of the fund (if applicable)		
(d)	Number of members who will immediately join the fund upon registration		
(e)	Code of conduct for the members of the Board of Trustees (if available)		
INTERIM BOARD OF TRUSTEES INFORMATION			
(f)	Two copies of the Interim Board of Trustees resolution for the establishment of the pension fund;		
(g)	Full details of the proposed interim trustees;		
(h)	Curriculum vitae's of the proposed interim trustees;		
(i)	Identification documents of proposed interim trustees;		
(j)	Completed disclosure of interest report by the proposed interim trustees;		
(k)	Proof of application for the Police Clearance by the Police/ Certificate of conduct by the Police and		
(l)	Completed fit and proper form for each trustee		
PRINCIPAL OFFICER INFORMATION			
(m)	The proposed interim Board of Trustees resolution approving the appointment of the principal officer		
(n)	Curriculum vitae of the proposed Principal Officer;		
(o)	Proof of Namibian citizenship or permanent residence of principal officer;		
(p)	Completed fit and proper form		
THIRD PARTY INFORMATION			
(q)	Two copies of the Valuator's Certificate of financial soundness of the rules;		
(r)	Copy of the proposed administration agreement between the fund and the administrator (if applicable)		
(s)	Copy of any other agreements between the fund and any other party (benefit consultant, valuator, auditor, investment manager) (if applicable)		
REGULATORY REQUIREMENTS			
(t)	Proof of payment of the prescribed application fee;		
ADDITIONAL REQUIREMENTS FOR APPLICATION FOR REGISTRATION AS A FOREIGN FUND i.t.o. S2(2)(a)			
(u)	Copy of latest Audited Annual Financial Statements		
(v)	Copy of latest Actuarial Valuation Report or Copy of valuation exemption letter from Foreign regulator		
(w)	Copy of proof of registration with Foreign regulator		
(x)	Copy of proof of registration with foreign Tax authority		
ADDITIONAL REQUIREMENTS FOR STATE-CONTROLLED FUNDS i.t.o. S2(3)(a)(i)			
(y)	Copy of the establishing document of the fund (e.g. Act of Parliament) and/or details of the Department of State having a measure of control over the Fund		

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ADDITIONAL REQUIREMENTS FOR EXEMPTION FOR INSURED FUNDS i.t.o. S2(3)(a)(ii)			
(z)	Copy of resolution by the interim Board confirming that the Fund will operate exclusively by policies of insurance		
(aa)	Copy/(ies) of valid policy/(ies) of insurance with an insurance company duly registered in terms of the Long-term Insurance Act, 1998 (Act. No. 5 of 1998)		

Section E. Additional Requirements For Application For Registration As A Foreign Fund I.T.O. S2(2)(a)
--

- 1) Total Membership of the Fund

- 2) Is the Fund financially sound?

- 3) Provide details of any enforcement actions taken by the Regulatory Authority of the Fund in its primary jurisdiction of operation in the last five (5) years?

- 4) Provide details of any provisions in the Rules only applicable to members resident outside the Fund's primary jurisdiction of operation:

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Form 2



PENSION FUNDS ACT, 1956 (Act No. 24 of 1956)
PENSION FUNDS REGULATIONS, 2018

FINANCIAL STATEMENTS AND STATISTICS
(Section 15, Regulation 6)

NAME OF FUND:			
NAMFISA REGISTRATION NUMBER:			
MINISTRY OF FINANCE APPROVAL NUMBER:			
For the period:		to	

CONTENTS

Regulatory information *

Statement of responsibility by the board of trustees *

Statement of responsibility by the principal officer *

Report of the independent auditors

Report of the board of trustees

Statement of net assets and funds

Statement of changes in net assets and funds

Notes to the annual financial statements

* *(Not subject to audit)*

SCHEDULES

- I Report of the independent auditors to the Board of Trustees and Registrar of Pension Funds in terms of Section 15
- IA Annexure A to Schedule I
- IB Report of the independent auditors to the Board of Trustees on assets held in compliance with Regulation 13
- IC Assets held in compliance with Regulation 13

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REGULATORY INFORMATION
For the period ended

Registered office of the fund

Postal address:	
Physical address:	

Financial reporting periods

Current:	to
Previous:	to

<Insert reason for any change in the reporting period of the fund>

Board of trustees

Full name	Capacity*	Date appointed or re-appointed	Date resigned

- *- 'M' denotes member elected
- *- 'E' denotes employer appointed
- *- 'A' denotes alternate
- *- 'C' denotes chairperson
- *- 'I' denotes independent
- *- 'S' denotes sponsor appointed

Fund officer

	Principal officer
Full name:	
Postal address:	
Physical address:	
Telephone number:	
Email address:	
Date appointed / resigned:	

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Professional service providers

<Indicate the date of appointment/resignation of any service provider during the reporting period>

	Actuary/Valuator	Auditor
Full name:		
Postal address:		
Physical address:		
Telephone number:		
Qualifications:		
Date appointed / resigned:		

Professional service providers

	Benefit administrator	Fund consultant
Full name:		
Postal address:		
Physical address:		
Telephone number:		
Date appointed / resigned:		
Benefit administrator's registration number:		

	Investment administrator	Investment consultant
Full name:		
Postal address:		
Physical address:		
Telephone number:		
Date appointed / resigned:		
Investment administrator's registration number:		

	Risk insurer	Custodian and nominee
Full name:		
Postal address:		
Physical address:		
Telephone number:		
NAMFISA registration no:		
Date appointed / resigned:		

Participating employers

The following employer/(s) participate in the fund in terms of the rules of the fund:

<list participating employers>

OR

<for Umbrella Funds>

The list of participating employees is available for inspection at the fund's registered office.

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STATEMENT OF RESPONSIBILITY BY THE BOARD OF TRUSTEES
For the period ended

Responsibilities

The board of trustees hereby confirm to the best of their knowledge and belief that, during the period under review, in the execution of their duties they have complied with the duties imposed by Pension Funds Act, 1956 (Act No. 24 of 1956) ("hereafter referred to as Pension Funds Act") and other relevant legislation as well as the rules of the fund, including the following:

- ensured that proper registers, books and records of the operations of the fund were kept, inclusive of proper minutes of all resolutions passed by the board of trustees;
- ensured that proper internal control systems were employed by or on behalf of the fund;
- ensured that adequate and appropriate information was communicated to the members of the fund, informing them of their rights, benefits and duties in terms of the rules of the fund;
- took all reasonable steps to ensure that contributions, where applicable, were paid timeously to the fund or reported where necessary in accordance with Section 13A of the Pension Funds Act in Namibia;
- obtained expert advice on matters where they lacked sufficient expertise;
- ensured that the rules and the operation and administration of the fund complied with the Pension Funds Act in Namibia and all other applicable laws;
- ensured that fidelity cover was maintained. This cover was deemed adequate and in compliance with the rules of the fund; and
- ensured that investments of the fund were implemented and maintained in accordance with the fund's investment strategy.

Approval of the annual financial statements

The annual financial statements of <insert fund name> are the responsibility of the board of trustees. The board of trustees fulfils this responsibility by ensuring the implementation and maintenance of accounting systems and practices adequately supported by internal financial controls. These controls, which are implemented and executed by the fund and/or its benefit administrators, provide reasonable assurance that:

- the fund's assets are safeguarded;
- transactions are properly authorised and executed; and
- the financial records are reliable.

The annual financial statements set out on pages <insert page no> to <insert page no> have been prepared for regulatory purposes in accordance with:

- the basis of accounting applied to retirement funds in Namibia;
- the rules of the fund; and
- the provisions of the Pension Funds Act in Namibia.

These financial statements have been reported on by the independent auditors, <insert name of auditing firm>, who were given unrestricted access to all financial records and related data, including minutes of all relevant meetings. The board of trustees believes that all representations made to the independent auditors during their audit were valid and appropriate. The report of the independent auditors is presented on page <insert page no>.

Notwithstanding the above-mentioned information, the board of trustees wish to draw attention to the following:

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Specific instances of non-compliances	Remedial action taken

(provide summary of non-compliance of regulations and/or rules OR delete if n/a)
 (examples may include fidelity cover, late contributions, investing in employer shares, actuarial valuation)

These financial statements were approved by the board of trustees on <insert date> and are signed on the board of trustees' behalf by:

<Insert name>	<Insert name>	<Insert name>
CHAIRPERSON	TRUSTEE	TRUSTEE
<insert date>	<insert date>	<insert date>

Notes: It is recommended that:

- *the chairperson signs the financial statements together with an employer appointed board member and a member elected board member.*
- *in the case of an umbrella fund, retirement annuity fund or preservation fund that at least one of the independent board members also signs the financial statements together with the chairperson.*

STATEMENT OF RESPONSIBILITY BY THE PRINCIPAL OFFICER

For the period ended

I confirm that for the period under review the <insert name of fund> has timeously submitted all regulatory and other returns, statements, documents and any other information as required in terms of the Pension Funds Act in Namibia.

<Insert name>
PRINCIPAL OFFICER
 <insert date>

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REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF <INSERT NAME OF FUND> AND THE REGISTRAR OF PENSION FUNDS

We have audited the annual financial statements of <insert name of fund>, which comprise the report of the board of trustees, and the statement of net assets and funds as at <insert date>, and the statement of changes in net assets and funds for the year ended <insert date>, and the notes to the financial statements, which include the principal accounting policies and other explanatory notes, as set out on pages <insert page no> to <insert page no>.

Trustees' Responsibility for the Financial Statements

The trustees are responsible for the preparation and presentation of these financial statements for regulatory purposes, in accordance with the basis of preparation applicable to retirement funds in Namibia, as set out in the notes to the financial statements, and for such internal control as the trustees determine is necessary to enable the preparation and presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the fund, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements of <insert name of fund> for the year ended <insert date> have been prepared, in all material respects, in accordance with the basis of preparation applicable to retirement funds in Namibia as set out in the notes to the financial statements.

Other Matter – Report on Other Legal and Regulatory Requirements

We do not express an opinion on the financial condition of the fund from an actuarial point of view.

Other Matter – Restriction on Use

The financial statements are prepared for regulatory purposes in accordance with the basis of preparation indicated above. Consequently, the financial statements and related auditor's report may not be suitable for another purpose.

<Insert name of auditors>
Registered Accountants and Auditors
Chartered Accountants (Namibia)
Per: <Name of partner>
Partner

<Insert place of signing>
<insert date>

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REPORT OF THE BOARD OF TRUSTEES
For the period ended

1. DESCRIPTION OF THE FUND

1.1. Type of fund *<insert description of the fund>*

Example: In terms of Section 1 of the Income Tax Act (Act No. 24 of 1981), as amended the fund is classified as a provident/pension/retirement annuity fund. The fund is a defined benefit fund/defined contribution fund.

1.2. Benefits

1.2.1. Summary in terms of the rules of the fund. *<Insert summary of the main benefits provided by the fund>* Example: Lump sum payments to retirees or their dependants, as well as death benefits. Retrenchment benefits. Retirement benefits.

1.2.2. Strategy of board of trustees towards unclaimed benefits. *<Insert the strategy that the board of trustees have adopted towards unclaimed benefits>*

1.2.3. In respect of unclaimed benefits, complete records, as prescribed, are maintained as from *<insert date>*.

1.3. Contributions

1.3.1. Description in terms of the rules of the fund.

1.3.1.1. Members' contributions. *<Insert description from the rules pertaining to members' contributions>* Example: Members contribute at a rate of 7.5% of pensionable salary. Members may make additional voluntary contributions as per the rules of the fund.

1.3.1.2. Employers' contributions. *<Insert description from the rules pertaining to employer's contributions>* Example: Participating employers contribute at a rate of 10.5% of pensionable salary. The rules were amended during the current financial period to increase the employer contribution rate from 10.5% to 12% of the pensionable salary.

1.3.1.3. Contribution holiday. *<Insert description of contribution holiday taking during the period under review>* Example: The fund was on a contribution holiday from xxx to xxx. The contribution holiday was settled against the Employer surplus account. (Refer to note xx of the financial statements.)

1.4. Rules

1.4.1. Rule amendments

Rule amendment no.	Date of board of trustees' resolution	Effective date	Date registered by NAMFISA	Date approved by Ministry of Finance

<Description and motivation of significant rule amendments>

<All rule amendments are available for inspection at the fund's registered office>

<Umbrella funds: All amendments in respect of special rules need not to be listed but will be available for inspection at the fund's registered office>

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1.4.2. Revised rules / Consolidated rules:

During the current financial period the rules of the fund were completely revised / consolidated. The revised / consolidated rules were approved by the Registrar and Ministry of Finance respectively on <insert date> and <insert date>.

1.5. Reserves and specific accounts established in terms of the rules of the fund *<Insert a description of the reserves as shown in the rules of the fund>*

.....

2. INVESTMENTS

2.1. Investment strategy

Example: The board of trustees have formulated an investment strategy whereby the investments are managed according to the following principles. This investment strategy complies with the provisions of Regulation 13 of the Pension Funds Act in Namibia.

2.1.1. General: *<Insert a description of the investment policy adopted by the board of trustees>* Example: All cash withdrawals will be from ABC Merchant Bank Limited and all new investments will be made by the XYZ Assurance Ltd.

2.1.2. Individual member choice: *<Insert a description of the investment strategy adopted by the board of trustees in respect of individual member investment choice>*

2.1.3. Unclaimed benefits: *<Insert a description of the investment strategy adopted by the board of trustees regarding the investment of unclaimed benefits>*

2.1.4. Reserve accounts *<Insert a description of the investment strategy adopted by the board of trustees regarding the reserve accounts of the fund>*

2.1.5. Derivative Instruments: The board of trustees utilises / does not utilise derivative instruments as part of their investment strategy. The board of trustees ensures that the following have been complied with:

- The exposure of the asset class does not exceed the maximum percentages as prescribed to the underlying asset as set out in Regulation 13.
- The investment mandate is in place and reviewed by the board of trustees on a regular basis to ensure compliance with the requirements as prescribed by Regulation 13.
- The investments are monitored for compliance with the provisions of Regulation 13 and adherence to the investment mandate.

2.1.6. Hedge funds: The board of trustees utilises / does not utilise hedge funds as part of their investment strategy. The board of trustees ensures that the following have been complied with:

- The exposure of the asset class does not exceed the maximum percentages as prescribed to the underlying asset as set out in Regulation 13.
- The investment mandate is in place and reviewed by the board of trustees on a regular basis to ensure compliance with the requirements as prescribed by Regulation 13.

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- The investments are monitored for compliance with the provisions of Regulation 13 and adherence to the investment mandate.

2.1.7. Private Equity Funds: The board of trustees utilises / does not utilise private equity funds as part of their investment strategy. The board of trustees ensures that the following have been complied with:

- The exposure of the asset class does not exceed the maximum percentages as prescribed to the underlying asset as set out in Regulation 13.
- The investment mandate is in place and reviewed by the board of trustees on a regular basis to ensure compliance with the requirements as prescribed by Regulation 13.
- The investments are monitored for compliance with the provisions of Regulation 13 and adherence to the investment mandate.

2.1.8. Securities Lending Transactions: The board of trustees utilises / does not utilise securities lending transactions as part of their investment strategy. The board of trustees ensures that the securities lending transactions are in compliance with the relevant conditions as prescribed.

2.2. Management of investments

Example: The fund's investments consist of guaranteed portfolios and managed portfolios with ABC Merchant Bank Limited and XYZ Assurance Co. Ltd. Both investment administrators have complete discretion as to the composition of their share of the portfolio within the boundaries allowed by the Pension Funds Act in Namibia. The board of trustees meets at quarterly intervals to discuss investment policy and to monitor the asset allocation and performance of the investment administrators against the investment strategy of the fund. ABC Merchant Bank Limited and XYZ Assurance Limited are remunerated on a fee basis and are paid quarterly.

The fair value of the fund's investments administered by the investment administrators at the end of the period is:

	Current period N\$	Previous period N\$
Investment administrator 1		
Investment administrator 2		
Total investments managed by investment administrators		

3. MEMBERSHIP

	Active members	Deferred pensioners	Pensioners	Unclaimed benefits
Numbers at beginning of period				
Adjustments (*)				
Additions				
Transfers in				N/a
Transfers out				N/a
Withdrawals				N/a
Retirements				N/a
Deaths				N/a

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Retrenchments				N/a
Transfers (from)/to deferred pensioners				
Unclaimed benefit paid				
Numbers at end of period				

<Insert a description of the reasons for any significant movement in membership.>

Example: The majority of the members shown as 'transferred in' relates to new participating employers entering the fund.

Adjustments (*):

<Insert an explanation for adjustments to the membership recon>

Example: The adjustments relate to 6 late withdrawals.

4. ACTUARIAL VALUATION

The fund has been exempted from the provisions of Sections 9 A and 16 of the Pension Funds Act in Namibia. In order for the fund to continue to be exempted, an actuarial certificate for the three years ending *<insert date>* was obtained. The actuarial certificate was submitted to the Registrar of Pension Funds on *<insert date>*.

OR

The financial statements summarise the transactions and net assets of the fund. They do not take account of liabilities to pay pensions and other benefits in the future. In accordance with the rules of the fund, the actuarial position of the fund, which does take account of such liabilities, is examined and reported on by the actuary at intervals not exceeding three years.

A valuation was performed as at *<insert date>* and the valuator reported that the fund was in a sound financial position, and that the present rates of contributions are adequate to enable the fund to provide the benefits to which members are entitled.

5. HOUSING LOAN FACILITIES / HOME LOAN GUARANTEES

Loans and guarantees to members were granted in terms of rule *<insert rule no>* and the provisions of Section 19(5) of the Pension Funds Act in Namibia, and are secured by members' withdrawal benefits and/or mortgage bonds.

AND/OR

<User defined paragraph giving details of the home loan guarantees>

6. INVESTMENTS IN PARTICIPATING EMPLOYERS

The fund holds no direct investments in the participating employer.

OR

<Insert detail pertaining to investments in participating employer>

Details of investments held in participating employers are provided in note *<insert note no>* to the financial statements. The Registrar of Pension Funds has approved investments exceeding 5%, but not 10% of the fair value of the fund's investments.

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7. SIGNIFICANT MATTERS

<Insert detail of any significant matters>

Examples:

Change of name

On *<insert date>* the fund changed its name from to

Section 14 transfer to xxx:

The fund is in the process of applying for a Section 14 transfer to *<Fund name>* with effect from *<insert date>*. The Section 14 transfer application was submitted to the Registrar on *<insert date>*. The value of the Section 14 transfer was N\$XXX as at the end of the financial period.

8. SUBSEQUENT EVENTS

<Insert description of any material occurrences affecting the financial position of the fund subsequent to the end of the current period>

Examples:

Subsequent to the end of the current period the fair value of investments decreased by N\$XXX. This devaluation of x% in the investment portfolio has not been accounted for in the annual financial statements.

Rule amendment *<insert rule number>* was approved by the Registrar after year end on *<insert date>* which allows for the following:

xxxxxx

Subsequent to year end the fund's investment strategy changed to incorporate the following: xxxxxx

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STATEMENT OF NET ASSETS AND FUNDS
At

	Notes	Current period NS		Previous period NS
ASSETS				
Non-current assets				
Property, plant and equipment	1			
Investments <i>(including investment and owner occupied properties)</i>	2			
Housing loans	3			
Current assets				
Transfers receivable	5			
Accounts receivable	4			
Contributions receivable	11.2			
Cash at bank				
Total assets				
<i>(Applicable to defined contribution funds)</i>				
FUNDS AND LIABILITIES				
Members' funds				
Active Members' individual accounts				
Pensioners' accounts				
Reserves				
Reserve accounts	21			
Revaluation reserve: Property, plant and equipment	7			
Total funds and reserves				
<i>(Applicable to defined benefit funds)</i>				
FUNDS AND LIABILITIES				
Funds				
Accumulated funds				
Reserves				
Reserve accounts	21			
Revaluation reserve: Property, plant and equipment	7			
Total funds and reserves				
Non-current liabilities				
Financial liabilities	16.1			
Provisions	16.2			
Unclaimed benefits	9			
Current liabilities				
Transfers payable	6			
Benefits payable	8			
Accounts payable	10			
Total funds and liabilities				

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NOTES TO THE FINANCIAL STATEMENTS
For the period ended...

Basis of preparation

The financial statements are prepared for Regulatory Reporting Requirements in accordance with the Regulations of the Pension Funds Act in Namibia. The regulations require that the basis of accounting applied by the pension funds comprise generally accepted accounting practice, as applied to retirement funds in Namibia, except for:

- the recognition, measurement and disclosure of actuarial liabilities;
- disclosure of cash flow information;
- disclosure of prior year adjustments;
- presentation of consolidated financial statements in which investments in subsidiaries are consolidated in accordance with the standard on consolidated and separate financial statements;
- disclosure of quantitative risk disclosures as required by IFRS7.

The financial statements are prepared on the historical cost and going concern basis except for items carried at fair value as set out in the accounting policies below. The financial statements are measured and presented in the functional currency.

PRINCIPAL ACCOUNTING POLICIES

The following are the principal accounting policies adopted and applied consistently for similar transactions, other events and circumstances for the reporting period, and are consistent in all material respects with those applied in the previous reporting period, by the fund, except as otherwise indicated.

<Insert principal accounting policies>

(The following statements are examples only)

Asset impairments

Asset impairment tests are applied annually to individual assets whose measurement basis is historic cost or historic cost as adjusted for revaluations. An impairment loss is recognised when an asset's carrying value exceeds its recoverable amount. Impairment losses are initially adjusted against any applicable revaluation reserve and any excess above this expensed. If the impairment loss for an individual asset exceeds the carrying value of the asset the excess is recognised as a provision.

The recoverable value is the higher of the individual asset's fair value less costs to sell and its value in use. Fair value less costs to sell is the amount obtainable from the sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. Value in use is the present value of estimated future cash flows expected to flow from the continuing use of the asset and from its disposal at the end of its useful life.

If the recoverable amount of a individual asset subsequently exceeds the carrying value resulting from the application of its accounting policy, an impairment reversal is recognised to that extent. The impairment reversal is applied in reverse order to the impairment loss.

Property, plant and equipment

Property, plant and equipment are recognised when they are held for operational use for more than one reporting period and are initially recorded at cost. Property, plant and equipment are measured at cost as adjusted for any subsequent revaluations, accumulated depreciation and impairments.

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Revaluations for (asset class) are conducted on a year cycle by independent valuers using (enter details of revaluation) basis. Revaluation increases are credited directly to the revaluation reserve in equity. Revaluation decreases are debited directly against the assets related revaluation reserve. If the decrease exceeds the amount held in the revaluation reserve the excess is recognised as an impairment expense. If the revaluation increase reverses a revaluation decrease of the same asset previously recognised as an impairment expense it is recognised as impairment reversal to that extent in income. Revaluation reserves realised on disposal or from revaluation depreciation are transferred from the revaluation reserve to the statement of changes in net assets and funds.

Land is not depreciated as it is deemed to have an indefinite life.

Depreciation is provided over the useful life of each asset to write down its carrying value on a systematic basis to its estimated residual value. The depreciation method adopted reflects the pattern in which the asset's, or its components, economic benefits are consumed. The depreciation charge of an impaired asset is adjusted in future periods to allocate the asset's revised carrying value, less its residual value, on a systematic basis over its remaining useful life.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining the net surplus or deficit.

Costs of replacements, restoration or renewals that are immaterial or consumed in a reporting period or less are expensed as repairs and maintenance as and when incurred.

Leased assets

Leased property, plant and equipment are capitalised, at the equivalent of their cash cost or the present value of the underlying lease payments, when substantially all the benefits and risks of ownership on the asset concerned are assumed. The corresponding finance lease obligations are raised net of finance charges as financial liabilities. Leased assets are accounted for in the same manner as owned assets.

The classes of property, plant and equipment are measured as follows:

	Gross carrying value	Depreciation method	Depreciation measure	Recoverable value
Owne assets				
Property	Valuation	Straight line	50 years	Value in use
Transport	Cost	Straight line	33.30%	Value in use
Administration	Cost	Straight line	10%	Fair value less costs to sell
Sundry	Cost	Diminishing balance	10%	Fair value less costs to sell
Leased assets				
Leasehold property	Valuation	Lease period	3 - 5 years	Value in use

Investments

Investment property

Investment properties are held to earn rental income and for appreciation in capital value. Owner-occupied properties are held for administrative purposes. This distinguishes owner-occupied properties from investment properties. Investment property is distinguished from owner occupied

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property on the substantive percentage usage basis. Reclassifications to or from investment property are only recognised when a change in use is evidenced by the substantive percentage usage basis.

Investment property is measured at fair value determined annually at market value on a net rental return basis/comparable market transaction basis <<edit as required>> and every three years by independent valuation. Any resulting fair value adjustments are recognised in income. Investment properties are not subject to depreciation.

Investment property is derecognised on reclassification to owner occupied property or on disposal and is remeasured to fair value at the date of derecognition.

Investments in financial instruments

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity. A financial asset or a financial liability is recognised when its contractual arrangements become binding.

Investments in financial instruments are classified and measured as follows:

Investment	Classification	Carrying value
Equities:		
Equities with primary listing on NSX	At fair value through statement of changes in net assets and funds	Fair value
Equities with secondary listing on NSX	At fair value through statement of changes in net assets and funds	Fair value
Foreign listed equities	At fair value through statement of changes in net assets and funds	Fair value
Equity index-linked instruments	At fair value through statement of changes in net assets and funds	Fair value
Unlisted equities	At fair value through statement of changes in net assets and funds	Fair value
Collective investment schemes	At fair value through statement of changes in net assets and funds	Fair value
Participating employer investments:		
Listed equities	At fair value through statement of changes in net assets and funds	Fair value
Unlisted equities	At fair value through statement of changes in net assets and funds	Fair value
Debentures	Loans and receivables	Amortised cost
Loans	Loans and receivables	Amortised cost
Debt instruments	At fair value through statement of changes in net assets and funds	Fair value
Participating mortgage bonds	Loans and receivables	Amortised cost
Insurance policies:		
Non-market related policies	At fair value through statement of changes in net assets and funds	Fair value
Market related policies	At fair value through statement of changes in net assets and funds	Fair value
Loans (other than housing loans)	Loans and receivables	Amortised cost
Housing loans	Loans and receivables	Amortised cost

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Derivative market instruments	At fair value through statement of changes in net assets and funds	Fair value
Cash and deposits	Loans and receivables	Amortised cost
Commodities	At fair value through statement of changes in net assets and funds	Fair value
Hedge funds	At fair value through statement of changes in net assets and funds	Fair value
Private equity funds	At fair value through statement of changes in net assets and funds	Fair value
Other investments under management	At fair value through statement of changes in net assets and funds	Fair value

At fair value through statement of changes in net assets and funds

A financial asset at fair value through the statement of changes in net assets and funds is initially measured at cost on trade date, which includes transaction costs. Subsequent to initial recognition, these instruments are measured as set out below.

A financial asset at fair value through the statement of changes in net assets and funds is measured at fair value, which is the fair value without any deduction for transaction costs that may be incurred on sale or other disposal.

Fair value is determined as follows:

Listed investments

Investments listed on a recognised stock exchange are valued by reference to stock exchange quoted selling prices at the close of business on the reporting date.

Unlisted investments

Unlisted equity investments are calculated by the board of trustees, with reference to the directors' valuation as at the end of the reporting period.

Market related insurance policies

Market related policies are valued at the equivalent to the market value of the underlying assets as certified by the investment insurers concerned.

Non-market related insurance policies

Non-market related policies are valued at the equivalent of the guaranteed amount and bonuses as certified by the insurer concerned. Non-vested income is included in the valuation.

Derivative market instruments

Derivative market instruments are valued at market value.

Other investments under management

<Detail the method of fair value for other insurance policies (user defined paragraph)>

Subsequent measurement

Any gain or loss arising on remeasurement to fair value of a financial asset classified as at fair value through the statement of changes in net assets and funds is recognised in net investment income in the reporting period of occurrence.

Derecognition

On derecognition, a financial asset classified as at fair value through the statement of changes in net assets and funds, is remeasured to fair value at the date of derecognition.

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Pensioner annuity policies

Pensioner annuity policies purchased in the name of the fund are disclosed as an asset of the fund and included under investments. The corresponding pensioner liability is included under accumulated funds (*defined benefit*) / pensioners' accounts (*defined contribution*). These policies are valued at fair value, equivalent to the market value as certified by the insurer concerned.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised when the asset is acquired using trade date accounting.

Loans and receivables are measured at amortised cost.

Amortised Cost

Amortised cost is calculated by using the effective interest rate method as adjusted for any impairment. Transaction costs on acquisition are included in the cost of the asset on initial recognition.

Impairment

Losses measured on impairments and gains recognised on the reversal of impairments are recognised as an expense or income in the statement of changes in net assets and funds in the reporting period of occurrence.

Gains and losses

A gain or loss on loans and receivables is recognised in the statement of changes in net assets and funds when the financial asset is derecognised or impaired, and through the amortisation process.

Benefits

Benefit expenses are recognised as the benefits occur, through the statement of changes in net assets and funds on an accrual basis. A liability is raised for all benefits accruing at the end of the financial year, which has not been paid.

Transfers to and from other funds

Section 14 transfers to or from other funds are recognised on approval being granted by the Registrar. Individual transfers are recognised when the individual member's transfer is received or paid.

Other financial instruments

Financial instruments other than investments and transfers to and from other funds are recognised at amortised cost. Other financial assets are tested for impairment annually and adjusted for any impairment write offs and reversals.

Provision for employee benefits

Employee benefits for compensated absences arising from past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, are recognised as a provision at the net total of the present value of the obligation at the reporting date. Changes in the outstanding obligation, in a reporting period, are recognised in the statement of changes in net assets and funds.

Contributions

Contributions are brought to account on the accrual basis except for voluntary contributions, which are recorded in the period in which they are received.

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Dividend income

Dividend income is recognised when the right to receive payment is established.

Insurance policy income

Insurance policy income is recognised when the right to receive payment is established.

Interest income

Interest income is recognised and accrued to the investment using the effective interest rate method and recognised in net investment income. Interest received is credited to the investment on receipt.

Collective investment schemes

Income on collective investment schemes is recognised when the right to receive payment is established.

Rental income

Rental income is recognised on the accrual basis in accordance with the substance of the relevant agreements over the lease term. Rental premiums as per the rental contract are amortised on a straight-line basis over the lease term.

Right of use income

Revenue arising from the use or right of use of an asset is recognised on the accrual basis in accordance with the substance of the relevant agreement on a straight-line basis over the contractual term.

Comparatives

Where necessary, comparative figures have been reclassified to conform to changes in presentation in the current period.

OR

Comparative figures, in accordance with the basis of accounting applicable to retirement funds in Namibia, are not adjusted to conform with changes in presentation in the current reporting period.

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NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the period ended...

1. Property, plant and equipment
1.1 Current period

	Land & buildings N\$	Computer equipment and software N\$	Office equipment N\$	Furniture and fittings N\$	Leasehold improvements N\$	Total N\$
Gross carrying amount						
At beginning of period						
Additions						
Disposals						
Revaluation reserve (note 7)						
Other movements						
At end of period						
Accumulated depreciation and impairment losses						
At beginning of period						
Depreciation charges						
Accumulated depreciation on disposals						
Impairment write down						
Other movements						
Net carrying amount at end of period						

Example: The impairment charge of N\$XXX for office equipment comprises N\$XXX relating to *[insert type of office equipment]* and N\$XXX relating to *[insert type of office equipment]*. The land and buildings consist of an office block situated on erf ..., Windhoek.

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NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the period ended....

1. Property, plant and equipment - continued

1.2 Previous period

	Land & buildings N\$	Computer equipment and software N\$	Office equipment N\$	Furniture and fittings N\$	Leasehold Improvements N\$	Total N\$
Gross carrying amount						
At beginning of period						
Additions						
Disposals						
Revaluation reserve (note 7)						
Other movements						
At end of period						
Accumulated depreciation and impairment losses						
At beginning of period						
Depreciation charges						
Accumulated depreciation on disposals						
Impairment write down						
Other movements						
Net carrying amount at end of period						

Example: The impairment charge of N\$XXX for office equipment comprises N\$XXX relating to *[insert type of office equipment]* and N\$XXX relating to *[insert type of office equipment]*. The land and buildings consist of an office block situated on erf ..., Windhoek.

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

2. Investments

2.1 Investment summary

	Notes	Local N\$	Common Monetary Area N\$	Foreign N\$	Total Current period N\$	Total Previous period N\$
At fair value						
Cash and deposits						
Commodities						
Debt instruments						
Investment properties and owner occupied properties *	2.3					
Equities: **						
- Equities with primary listing on NSX						
- Equities with secondary listing on NSX						
- Foreign listed equities						
- Equity index-linked instruments						
- Unlisted equities						
Insurance policies: ***						
- Non-market related policies						
- Market related policies						
Collective investment schemes						
Derivative market instruments						
Hedge funds						
Private equity funds						
Other investments under management						
At amortised cost						
Loans (other than housing loans)						
Participating mortgage bonds						

Included in non-market related insurance policies are non-vested bonuses amounting to N\$ <insert amount>.

Note: For purposes of the categorisation in terms of IAS 39, investments must be categorised under the following and the value determined as follows:

- | | |
|--|--|
| - Held for Trading | - at fair value |
| - Held-to-maturity | - at amortised cost using the effective interest rate method |
| - Loans and receivables originated by the entity | - at amortised cost |
| - Available for sale | - at fair value |

* The land and buildings consist of an office block situation on stand ... The land and buildings were revalued by an independent valuator. The valuation was performed as at xxx. The valuator used the following assumptions in determining the fair value of the land and buildings..... The fair value was determined directly by reference to observable prices in an active market. If the land and

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buildings had been carried at the cost model, the value of the land and buildings would have been N\$XXX.

*** Unlisted equities must be disclosed

*** Includes non-linked policies with vested bonuses

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

2. Investments – continued
2.2 Investments in participating employer/s

	At beginning of period N\$	Additions N\$	Repaid/ Disposals N\$	Interest capitalised N\$	Other adjustments N\$	At end of period N\$
At fair value						
Cash and deposits						
Commodities						
Debt instruments						
Investment properties and owner occupied properties						
Equities:	2.3					
- Equities with primary listing on NSX						
- Equities with secondary listing on NSX						
- Foreign listed equities						
- Equity index-linked instruments						
- Unlisted equities						
Insurance policies:						
- Non-market related policies						
- Market related policies						
Collective investment schemes						
Derivative market instruments						
Hedge funds						
Private equity funds						
Other investments under management						
At amortised cost						
Loans (other than housing loans)						
Participating mortgage bonds						

<Insert paragraph to explain the terms of the loans and the security given>
<insert paragraph to explain approvals listed above given by the Registrar of Pension Funds for the investments in the participating employers>

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

2. Investments – continued

2.3 Investment properties

Description	At beginning of period N\$	Additions N\$	Disposals N\$	Fair value adjustments N\$	Transfer to/from owner occupied properties N\$	Other N\$	At end of period N\$

All investment properties were revalued on [insert date], by an independent qualified valuer who is familiar with revaluation of office towers at open market values.

3. Housing loan facilities

3.1 Housing loans

	At beginning of period N\$	Granted N\$	Repaid N\$	Interest capitalised N\$	Other adjustments N\$	At end of period N\$

Loans granted in terms of the rules of the fund and Section 19(5) of the Pension Funds Act in Namibia

<Insert paragraph explaining the terms of the loan and the security given>

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3.2 Housing loan guarantees

- The fund has granted guarantees to (Institution) for loans granted to members. A guarantee amounting to N\$..... is renewable on (date).
- The amount of the guarantee may not exceed% of the cash benefit that a member would receive if he or she had to terminate membership to the fund voluntarily.

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

4. Accounts receivable

	Current period N\$	Previous period N\$
<i>(Specify if material)</i>		

5. Transfers from other funds

	Effective date	No. of members	At beginning of period N\$	Transfers approved N\$	Net investment return N\$	Assets transferred and adjustments N\$	At end of period N\$
In terms of Section 14							
Name of fund							
Name of fund							
Individual transfers							

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5.1 Transfers applied for not yet approved

							No. of members	Total N\$
In terms of Section 14								
Name of fund								
Name of fund								

6. Transfers to other funds

	Effective date	No. of members	Beginning of period N\$	Transfers approved N\$	Net investment return N\$	Assets transferred and adjustments N\$	At end of period N\$
In terms of Section 14							
Name of fund							
Name of fund							
Individual transfers							

6.1 Transfers applied for not yet approved

[illegible]

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

7. Revaluation reserve - Property, plant and equipment

	Current period N\$	Previous period N\$
At beginning of period		
Revaluation		
Impairments		
Transfer to statement of changes in net assets and funds		
At end of period		

8. Benefits

	Benefits Current period N\$	Benefits Previous period N\$	Benefits due Current period N\$	Benefits due Previous period N\$
Monthly pensions				
Lump sums on retirements				
Full benefit				
Pensions commuted				
Lump sums before retirement				
Disability benefits				
Death benefits				
Withdrawal benefits				
Defaults - housing loan facilities				
Other (<i>Specify if material</i>)-				

9. Unclaimed benefits

	Current period N\$	Previous period N\$
At beginning of period		
Transferred from benefits payable		
Less:		
Tracing expenses		
Administration expenses		
Other expenses		
Investment income allocated		
Benefits paid-		
At end of period		

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

10. Accounts payable

	Current period N\$	Previous period N\$
<i>(Specify if material)</i>		

11. Contributions

11.1 Contributions received

	Towards retirement N\$	Towards re-insurance and expenses N\$	Total contributions Current period N\$	Total contributions Previous period N\$
Member contributions - received and accrued				
Employer contributions - received and accrued				
Additional contribution in respect of actuarial shortfall				
Additional voluntary contributions - members				
Additional voluntary contributions - employer				

11.2 Contributions receivable

	Current period N\$	Previous period N\$
Member contributions		
Employer contributions		
Additional contribution in respect of actuarial shortfall		

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

12. Net investment income

	Current period N\$	Previous period N\$
Income from investment properties and investments		
Dividends		
Interest		
Rentals		
Collective investment schemes distributions		
Income from insurance policies		
Other (<i>Specify if material</i>)		
Interest on late payment of contributions		
Adjustment to fair value		
Less: Expenses incurred in managing investments		
Less: Interest paid on borrowings		

13. Other income

	Current period N\$	Previous period N\$
Bad debts recovered		
Other (<i>provide detail</i>)		

14. Administration expenses

	Notes	Current period N\$	Previous period N\$
Actuarial fees			
Administration fees			
Asset impairment			
Audit fees			
Audit services			
Expenses			
Other			
Bank charges			
Consultancy fees			
Depreciation - at cost			
Depreciation - at revaluation			

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Fidelity insurance			
Levies			
Office expenses			
Operating lease payments			
Other (<i>Specify if material</i>)			
Penalties			
Principal officer expenses			
Fees as trustee (<i>Specify if material</i>)			
Remuneration (<i>Specify if material</i>)			
Allowances (<i>Specify if material</i>)			
Contributions to retirement fund (<i>Specify if material</i>)			
Bonus (<i>Specify if material</i>)			
Other payments (<i>Specify if material</i>)			
Secretarial fees			
Staff expenses			
Remuneration (<i>Specify if material</i>)			
Contributions to retirement fund (<i>Specify if material</i>)			
Training expenses (<i>Specify if material</i>)			
Other payments (<i>Specify if material</i>)			
Trustee expenses			
Remuneration (<i>Specify if material</i>)			
Meeting allowances (<i>Specify if material</i>)			
Expenses (<i>Specify if material</i>)			
Other payments (<i>Specify if material</i>)			
Less: Amount allocated to unclaimed benefits	9		

15. Prior period adjustment - change in accounting policy

During the period, the fund changed its accounting policy with respect to (mention the specific standard or interpretation, *nature of change, amount of adjustment for each financial statement line and reason for change*). Consistent with the regulatory authorities requirements comparatives have not been restated.

OR

During the prior period, the following error occurred: (mention nature of the error and the amount). Consistent with the regulatory authorities requirements comparatives have not been restated.
(Insert information necessary to allow the user to restate the comparatives)

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NOTES TO THE FINANCIAL STATEMENTS – CONTINUED
For the period ended ...

16. Financial liabilities and provisions

16.1 Financial liabilities

	Current period N\$	Previous period N\$
<i>(Specify if material)</i>		

16.2 Provisions

	Current period N\$	Previous period N\$
<i>(Specify if material)</i>		

For each class of provision, disclose the following:

- Description of the underlying obligation and expected timing of the settlement thereof.
- Indication of uncertainties about the amount or timing of those settlements
- Amount of expected reimbursements

16.3 Contingent liability

- Nature of the contingent liability
- Estimated financial effect
- Indication of the uncertainties relating to the amount or timing of any outflow
- Possibility of any reimbursement and estimated amount thereof.

16.4 Contingent asset

- Nature of the contingent asset
- Estimated financial effect

17. Risk management policies *(The following statements are examples only)*

Risk management framework

The board of trustees has overall responsibility for the establishment and oversight of the fund's risk management policies. (If applicable) [The board of trustees has established the Risk Management Committee, which is responsible for developing and monitoring the fund's risk management policies. The committee reports regularly to the board of trustees on its activities.]

The fund's risk management policies are established to identify and analyse the risks faced by the fund, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the fund's activities.

- **Solvency risk**

Solvency risk is the risk that the investment returns on assets will not be sufficient to meet the funds contractual obligations to members.

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Continuous monitoring by the board of trustees and the fund's actuary takes place to ensure that appropriate assets are held where the fund's obligation to members are dependent upon the performance of specific portfolio assets and that a suitable match of assets exists for all other liabilities.

- **Credit risk**

Credit risk is the risk that a counter-party to a financial instrument will fail to discharge an obligation, and cause the fund to incur a financial loss.

The board of trustees monitors receivable balances on an ongoing basis with the result that the fund's exposure to bad debts is not significant. An appropriate level of provision is maintained.

- **Legal risk**

Legal risk is the risk that the fund will be exposed to contractual obligations which have not been provided for. Legal representatives of the fund monitor the drafting of contracts to ensure that rights and obligations of all parties are clearly set out.

- **Cash flow interest rate risk**

Cash flow risk is the risk that future cash flows associated with monetary financial instruments will fluctuate in amount. In the case of a floating rate debt instrument, for example, such fluctuations result in a change in the effective interest rate of the financial instrument, usually without a corresponding change in its fair value. The board of trustees monitors cash flows by using monthly cash flow projections.

- **Market risk**

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in the market. Market risk applies to all investments accounted for at fair value. Market risk comprises:

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate, in Namibia Dollar, because of changes in foreign exchange rates.

Fair value interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates.

Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument, or its issuer, or factors affecting all instruments traded in the market.

- **Liquidity risk**

Liquidity risk is the risk that the fund will encounter difficulty in raising funds to meet commitments associated with financial instruments. The fund's liabilities are backed by appropriate assets and it has significant liquid resources.

18. Special dispensations granted by the registrar

(Specify, e.g. investments held in participating employer)

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19. Related party transactions <The following are examples only>

The fund has made an investment in the XYZ (Pty) Ltd in Windhoek, which is a company owned by the trustees. The investment represents 7% of the issued share capital of XYZ (Pty) Ltd. The carrying value of the investment at 31 December 2002 was N\$1m (2001: N\$1m).

The independent chairperson on the fund owns the company, which provides consulting services to the fund. Consulting fees for 2002 amounted to N\$XXX (2001: N\$XXX) (refer note XX to the financial statements). At year-end consulting fees payable amounted to N\$XXX (2001: N\$XXX). Consulting fees were charged at market related prices.

The principal officer is also the managing director and holder of 50% interest in Retirement Fund Administrators Limited, the third party administrator of the fund. Administration fees for 2002 amounted to N\$XXX (2001: N\$XXX) (refer note XX to the financial statements). At the end of the period administration fees payable amounted to N\$XXX (2001: N\$XXX). Administration fees were charged at market related prices.

The participating employer occupies an investment property owned by the fund. Rent of N\$120 000 (2001: N\$105 000) was received from the participating employer (refer note XX to the financial statements). Rent was charged at market related price.

The participating employer purchased a property owned by the fund during the current period. The purchase price of N\$XXX was a market related price. The profit on the sale of the property is reflected in note XX to the financial statements.

Principal officer fees

During the current financial period, fees amounting to N\$XXX were paid to the Principal Officer.

Administration & consulting fees

Administration fees of N\$XXX and consulting fees of N\$XXX were paid to the administrator of the fund.

Board of trustees

The trustees of the Fund make contributions to the fund and receive benefits from the fund. The trustees of the Fund incurred expenses to the amount of N\$XXX during the current financial period.

The following transactions between the participating employer and the fund occurred during the period

- The participating employer made contributions to the fund for members' retirement and towards the fund's expenses to the value of N\$XXX and N\$XXX respectively. (Refer note XX of the financial statements).
- The fund has granted a loan to the participating employer to the value of N\$XXX (Refer note XX of the financial statements).
- The fund holds investments in the participating employer to the value of N\$XXX (Refer note XX of the financial statements).
- PHI premiums amounting to N\$XXX and funeral premiums amounting to N\$XXX were settled against the contributions towards risk and expenses. Included in Accounts payable is an amount payable to the employer towards outstanding PHI premiums. (refer to note xx of the financial statements).
- The participating employer was on a full contribution holiday during the current financial period. The contribution holiday of N\$XXX was settled against the Employer surplus account. (Refer to note xx of the financial statements).

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20. Operating lease commitments <Split between buildings, equipment, etc. if material>

	Current period N\$	Previous period N\$
Future minimum operating lease payments		
Within one year		
Between one and five years		
After five years		

21. Reserve accounts

	Employer protection reserve N\$	Contingency reserve N\$	Investment reserve N\$	Risk reserve N\$	Other reserves N\$
At beginning of period					
Employer surplus apportionment					
Member surplus apportionment					
Benefit enhancement – current members					
Transfer between reserve accounts					
Return on investment					
Benefit enhancement – pensioners					
Contribution holiday – after surplus apportionment					
Contribution holiday – before surplus apportionment					
At end of period					

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SCHEDULE I

**REPORT OF THE INDEPENDENT AUDITORS TO THE BOARD OF TRUSTEES OF
 <INSERT NAME OF FUND> AND THE REGISTRAR OF PENSION FUNDS IN TERMS
 OF SECTION 15**

Scope

We have performed the procedures agreed with you and enumerated below with respect to the accounting records of <Insert name of fund> for the period ended <insert year end of fund>, as required by you in terms of Section 15 of the Pension Funds Act of Namibia, (the Act). Our engagement was undertaken in accordance with the International Standard on Related Services (4400), *Engagements to perform agreed-upon procedures regarding financial information*. The responsibility for determining the adequacy or otherwise of the procedures agreed to be performed is that of the Registrar of Pension Funds.

Procedures and findings

Our procedures and our corresponding findings thereon are set out in the table below:

	Procedures	Findings
1	On a test basis, we examined the contributions received and ensured that the contributions received were deposited with a registered bank in accordance with Section 13A of the Act.	We report that all contributions selected by us were received within the prescribed period.
2	We inspected the accounting records of the fund to test that the amounts disclosed as arrear contributions at year end have been paid to the fund in accordance with the requirements of Section 13A of the Act.	We report that the arrear contributions at year end were received within the prescribed period.
3	We inspected the most recent actuarial review for the period dated <insert year end of review> to determine whether the fund was underfunded.	We report that in accordance with the actuarial review that the fund is not underfunded.
4	We inspected the list of investments held by the fund for any investments prohibited in terms of Section 19(4) of the Act.	We report that the fund does not have investments in its participating employers.
5	We inspected loans granted to members by the fund to ensure that these loans were granted in terms of Section 19(5) of the Act.	We report that all loans granted to members selected by us were granted in terms of the Act.
6	We inspected the fidelity guarantee to establish that during the year fidelity cover was maintained in compliance with the rules of the fund, as disclosed in the report of the trustees.	We confirm that during the year fidelity cover was maintained in compliance with the rules of the fund, as disclosed in the trustees report.

As the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express an assurance on the procedures performed.

Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

Our report is solely for regulatory purposes and may not be distributed to, or relied on, by parties other than the Registrar of Pension Funds.

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<Insert name of audit firm>
Registered Accountants and Auditors
Chartered Accountants (Namibia)

Per: *<Insert name of partner>*
Partner
Windhoek, Namibia

.....
Date

REGULATIONS
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SCHEDULE IA

ANNEXURE A TO SCHEDULE I
For the period ended ...

1	Membership statistics		Current period Number	Previous period Number	
	(a) Active members				
	(b) Pensioners in receipt of regular payments				
2	Equities:				
2.1	Equities with primary listing on NSX	No of shares	Current period N\$	Previous period N\$	
	<Insert name of listed share>				
	<Insert name of listed share>				
2.2	Equities with secondary listing on NSX	No of shares	Current period N\$	Previous period N\$	
	<Insert name of listed share>				
	<Insert name of listed share>				
2.3	Foreign listed equities	No of shares	Current period N\$	Previous period N\$	
	<Insert name of listed share>				
	<Insert name of listed share>				
2.4	Equity index-linked instruments	No of shares	Current period N\$	Previous period N\$	
	<Insert name of listed share>				
	<Insert name of listed share>				
2.5	Unlisted equities	No of shares	Current period N\$	Previous period N\$	
	<Insert name of share>				

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	<Insert name of share>					
3	Collective investment schemes	No of units	Current period N\$	Previous period N\$		
	<Insert name of collective investment scheme>					
	<Insert name of collective investment scheme>					
4	Debt instruments		Current period N\$	Previous period N\$		
	<Insert name of debt instrument>					
	<Insert name of debt instrument>					
5	Insurance policies:					
5.1	Non-market related policies		Current period N\$	Previous period N\$		
	<Insert name of insurance policy>					
	<Insert name of insurance policy>					
5.2	Market related policies		Current period N\$	Previous period N\$		
	<Insert name of insurance policy>					
	<Insert name of insurance policy>					
6	Loans (other than housing loans)	Secured By	Interest Rate	Current period N\$	Previous period N\$	
	<Insert name of loan>	<Insert security>	xx%			
	<Insert name of loan>	<Insert security>	xx%			

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7	Housing loans					Current period N\$	Previous period N\$	
		Secured By		Interest Rate				
	Loans to members		Withdrawal Benefits	xx%				
8	Derivative market instruments					Current period N\$	Previous period N\$	
	<Insert name of derivative market instrument>							
	<Insert name of derivative market instrument>							
9	Cash and deposits					Current period N\$	Previous period N\$	
	<Insert name of cash or deposit>							
	<Insert name of cash or deposit>							
10	Other investments under management					Current period N\$	Previous period N\$	
	<Insert name of other investment>							
	<Insert name of other investment>							
11	Commodities					Current period N\$	Previous period N\$	
	<Insert name of commodity>							
	<Insert name of commodity>							
12	Investment properties and owner occupied properties					Current period N\$	Previous period N\$	
	<Insert name of investment property>							
	<Insert name of investment property>							

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13	Hedge funds			Current period N\$	Previous period N\$	
	<i><Insert name of hedge fund></i>					
	<i><Insert name of hedge fund></i>					
14	Private equity funds			Current period N\$	Previous period N\$	
	<i><Insert name of private equity fund></i>					
	<i><Insert name of private equity fund></i>					
15	Participating employer(s)					
	<i><Insert name of participating employer(s)></i>					

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SCHEDULE IB

**REPORT OF THE INDEPENDENT AUDITORS TO THE BOARD OF TRUSTEES
OF <INSERT NAME OF FUND> ON ASSETS HELD IN COMPLIANCE WITH
REGULATION 13**

Scope

We have audited 'Assets held in compliance with Regulation 13' "the Schedule" of <Insert name of fund> at <insert year end of fund> for compliance with the requirements of Regulation 13 of the Pensions Funds Act of Namibia, as set out on pages x to y. Our engagement arises from our appointment as auditors of the Fund and is for the purpose of assisting the Trustees to report to the Registrar of Pension Funds (the 'Registrar').

The information has been extracted from the Fund's underlying accounting records that were the subject of our audit engagement on the annual financial statements and forms the subject matter of this engagement. Our audit of the annual financial statements of <Insert name of fund> for the year ended <insert year end of fund> was conducted in accordance with International Standards on Auditing and our report of <Insert name of fund> we expressed an unmodified opinion on the financial statements, prepared, in all material respect, with Generally Accepted Accounting Practice applied to retirement funds in Namibia.

Board of trustees' responsibility for the Schedule

The board of trustees is responsible for the preparation of the Schedule in accordance with Generally Accepted Accounting Practice applied to retirement funds in Namibia and in compliance with the Regulation, from information derived from the accounting records of the fund, and for ensuring that the Schedule is in compliance with Regulation, and for such internal control as the Board of Trustees determines is necessary to enable the preparation of the Schedule that is free from material misstatements, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion based on our audit of the Schedule. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the schedule is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Schedule. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Schedule, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the Schedule in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, 'Assets held in compliance with Regulation 13' at <insert year end of fund> by <Insert name of fund> has been prepared, in all material respects, in accordance with Generally Accepted Accounting Practice applied to retirement funds in Namibia and in compliance with the Regulation.

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Version of Regulation 13 applied in the preparation of the Schedule

The Board of Trustees prepare the Schedule in accordance with Regulation 13 of these regulations.

Other matter - Restriction on use

Without modifying our opinion, we draw attention to the purpose of our report as indicated in the introductory paragraph, and the basis of accounting. Consequently, the Schedule and auditor's report may not be suitable for another purpose.

<Insert name of audit firm>
Registered Accountants and Auditors
Chartered Accountants (Namibia)

Per: *<Insert name of partner>*
Partner
Windhoek, Namibia

.....
Date

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Form 3



PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
PENSION FUNDS REGULATIONS, 2018

(Section 16, Regulation 7)

SUMMARY OF REPORT OF VALUATOR

Name of fund

.....

.....

Financial year

.....

Valuator

.....

Particulars of financial condition

1. The balance sheet value of the net assets of the fund, after deduction of current liabilities and any liabilities arising from the pledging, hypothecation or other encumbering of the assets of the fund

.....

.....

2. The actuarial value of assets of the fund, for purposes of comparison with the accrued liabilities* of the fund

.....

.....

3. A brief description of the basis employed in calculating the actuarial value of assets

.....

.....

4. The accrued liabilities* of the fund

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5. Any other particulars deemed necessary by the valuator for purposes of this summary

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6. A statement as to whether the fund was in a sound financial condition for the purposes of the Pension Funds Act, 1956

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.....
.....

Prepared by me:

.....
(Date)

.....
(Signature of valuator)

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Form 4



PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
PENSION FUNDS REGULATIONS, 2018

(Section 9, Regulation 11)

**APPLICATION FORM FOR THE APPROVAL OF THE APPOINTMENT OF AUDITOR IN
TERMS OF SECTION 9 OF THE PENSION FUNDS ACT 1956, (ACT NO. 24 OF 1956),
REGULATION 11**

Instructions for completion and submission

1. This form must be completed when a new audit firm is appointed or when there is a 50 percent change in partnership as per Section 9 (5) of the Pension Fund Act, 24 of 1956.
2. Information and attachments in Section A (4) need not be given when only the responsible partner changes except if there are changes in that section's information.
3. A "responsible partner" means the engagement partner overseeing the audit of a fund.
4. Applications must be submitted within thirty days of appointment of the Auditor as per Section 9 (2) of the Pension Fund Act, 1956 (Act No. 24 of 1956).
5. NAMFISA may call upon the applicant to furnish further information relevant to the application.
6. NAMFISA will not accept incomplete application forms.

Section A. General Information

1. Fund information

Full name of the Fund:

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Registration number:

.....

Physical Address:

.....

Postal Address:

.....

Telephone Number:

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Facsimile:

.....

Website, if any

.....

E-mail address:

.....

2. Auditing firm information

Full name of the Auditing firm:

.....

Postal Address:

.....

Physical Address:

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Telephone No:

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Facsimile:

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Website, if any

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E-mail address

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Date of appointment:

.....

Contact person in the firm:

.....

3. Previous Auditing firm or responsible partner information

Full name of Auditing firm:

.....

Responsible partner:

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Postal Address:

.....

Physical Address:

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Telephone No:

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Facsimile:

.....

Website, if any

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E-mail address:

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Contact Person in the firm:

.....

Date of appointment:

.....

Reason(s) for change in Auditing firm/responsible partner

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4. What is the auditing firm's relationship with the fund other than in the capacity of an auditor? Please provide details of other services and agreements with the fund, if any (e.g. investment adviser, other special investigations not related to the audit, positions occupied e.g. a trustee, rendering of internal audit services). If yes, please provide copies of such contractual arrangements as an attachment

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5. Is there any other matter, relationship or interest that may cause, potentially cause or be perceived to cause a conflict of interest *vis a vis* the fund

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Personal Information of the responsible partner

Title:

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Full name(s):

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Surname:

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Maiden name: (if applicable)

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Nationality:

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Date of birth:

.....

Identification number:

.....

Passport Number:

.....

Passport Expiry Date:

.....

Postal business address:

.....

Physical business address:

.....

Residential address:

.....

Telephone number:

.....

Cell phone number:

.....

E-mail address:

.....

Facsimile number:

.....

Do you own immovable properties in Namibia? Yes () /No ()

Are you a permanent resident in Namibia? Yes () /No ()

Are you allowed to legally work in Namibia? Yes () /No ()

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6. Professional body(ies) membership

- (i) Are you registered under the Public Accountants' and Auditors' Act, 1951? Yes () / No (), if yes please provide details e.g. registration number.

.....

- (ii) In what year were you admitted as a fellow member?

- (iii) Are you a member of any other national or international professional bodies?
Yes ()/No().

- (iv) If the answer to (iii) is 'Yes' please provide details in the table below:

[illegible]

7. Qualifications and Experience

- (a) **Qualifications**

[illegible]

- (b) **Work Experience**

[illegible]

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8. Operational abilities

(a)	Are you fully aware of all the obligations and duties of a statutory auditor/responsible partner as set out in the relevant Namibian legislation?	YES	NO
(b)	Are you fully aware of all the obligations and duties of a statutory auditor/responsible partner as set out in the applicable professional guidance notes issued by the Public Accountants' and Auditors' Board of Namibia or any other Society of which you are a member?		
(c)	Are you confident that you will have enough time to fulfill these duties, in accordance with the obligations and duties as set out in the professional guidance notes issued by the Public Accountants' and Auditors' Board of Namibia or any similar Society, taking into account other appointments as statutory auditor/responsible partner and commitments that you may have?		

9. Other appointments

Details of current appointments by other funds as a statutory auditor or responsible partner (if applicable):

Name of fund	Appointment date

10. Information on other Partners

(Attach if more partner's details is required)

(A)

Full name of auditor/ director:

.....

Identification No:

.....

Nationality:

.....

Postal address:

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Telephone No:

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Email address:

.....

Professional qualifications:

.....

(Attach certified copies of qualifications, identification documents and curriculum vitae).

(B)

Full name of auditor/director:

.....

Identification No:

.....

Nationality:

.....

Postal address:

.....

Telephone No:

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Email address:

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Professional qualifications:

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(Attach certified copies of qualifications, identification documents and curriculum vitae).

(C)

Full name of auditor/director:

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Identification No:

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Nationality:

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Postal address:

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Telephone No:

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Email address:

.....

Professional qualifications:

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(Attach certified copies of qualifications, identification documents and curriculum vitae)

(D)

Full name of auditor/director:

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Identification No:

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Nationality:

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Postal address:

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Telephone No:

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Email address:

.....

Professional qualifications:

.....

(Attach certified copies of qualifications, identification documents and curriculum vitae)

11. Is more than 10% of the firm's total gross fees per annum received (or will be received) directly or indirectly from the fund. If yes, please provide more details

.....
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.....

12. Please describe in short how you/your firm keeps updated with technical and other developments in accounting and auditing standards in the financial services sector, e.g. research and training

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13. Does the firm possess or have access to a specialized unit capable of auditing and assessing the adequacy and effectiveness of computerized systems? If yes, please provide detail

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14. Does the firm have an effective audit approach, techniques and procedures designed to obtain reasonable assurance that material misstatements arising from fraud and error are detected?

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15. Does the firm have a competent quality-assurance process that ensures that there is compliance with the firm's internal standards and any externally imposed standards? (Please provide details)

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Section B. Fit and Proper Questionnaire to be completed by the auditor

If the answer to any of these questions is yes, please provide details.

	YES	NO
(a) Has an adverse finding been made against you in any civil or criminal proceedings by a court of law (whether in Namibia or elsewhere) in which you were found to have acted fraudulently, dishonestly, unprofessionally, dishonourably or in breach of a fiduciary duty?		
(b) Have you been found guilty by any professional or financial services industry body (whether in Namibia or elsewhere), of an act of dishonesty, negligence, incompetence or mismanagement?		
(c) Have you been denied membership of any professional body because of an act of dishonesty, negligence, incompetence or mismanagement?		
(d) Have you ever held a practicing certificate issued by any Auditing Society subject to conditions?		
(e) Have you been found guilty by any regulatory or supervisory body (whether in Namibia or elsewhere) of an act of dishonesty, negligence, incompetence or mismanagement or has an authorization to carry on business been refused, suspended or withdrawn by any such body on account of an act of dishonesty, negligence, incompetence or mismanagement?		
(f) Have you at any time prior to the date of application been disqualified or prohibited by any court of law (whether in Namibia or elsewhere) from taking part in the management of any company or other statutorily created, recognized or regulated body, irrespective of whether such disqualification has since been lifted?		
(g) Have you, in Namibia or elsewhere, been dismissed from any office of employment?		
(h) Have you been refused the right to carry on or restricted from carrying on a trade, business or profession for which a specific license, registration or other authority is required by law in any country?		
(i) Have you been issued with a prohibition order under any Act administered by NAMFISA or any other financial services supervisory body or been prohibited by other regulatory bodies from operating in the financial services industry?		
(j) Have you been involved with a corporation that has been censured, disciplined, suspended or refused membership or registration by a stock exchange, futures exchange, other market or regulatory authority?		

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	YES	NO
(k) Have you had any judgment (including a finding of fraud, misrepresentation or dishonesty) given against you in any civil proceedings, in Namibia or elsewhere or are there any proceedings now pending which may lead to such a judgment?		
(l) Have you knowingly or negligently aided or abetted other persons in the breaching of any laws, regulations, exchange rules and/or codes of conduct?		
(m) Have you been the subject of any investigation or disciplinary proceedings by any regulatory authority (whether in Namibia or elsewhere) or exchange, professional body or government body or agency?		
(n) Has your estate ever been sequestered?		
(o) Have you ever been a controlling shareholder, director of a company or member of a close corporation at the time it was placed under judicial management or in provisional or final liquidation?		
(p) Have you ever been refused a license or registration in any place under any law, which requires licensing or registration in relation to securities, futures, leveraged foreign exchange, insurance or pension fund activities?		
(q) Have you ever been refused authorization to carry on business by any regulatory body (whether in Namibia or elsewhere), or has such authorisation ever been suspended or revoked by any such body, because of negligence, incompetence or mismanagement?		
(r) Are there any pending or current lawsuits or professional liability suits against partners of the firm that the Registrar should be aware of? (Please provide details)		
(s) Has the firm previously been engaged by a regulatory authority to perform a special investigation on its behalf that failed to reveal a problem that was subsequently shown to exist?		
(t) Do you have any additional information, which should be brought to the Registrar's attention, which may have an impact on the evaluation by the Registrar of your good character and integrity		

Please give explanations where applicable.

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Section C. Disclosure of Interest

Note: The disclosure of interest report must be completed by the Auditor at the time of notifying the Registrar of the appointment.

If the answer to any of the questions is yes, please provide full details and attach to the application form:

	YES	NO
1. Do you hold any shares or have any financial interest in:		
(a) a brokerage;	<input type="checkbox"/>	<input type="checkbox"/>
(b) an administrator of pension funds;	<input type="checkbox"/>	<input type="checkbox"/>
(c) an asset manager;	<input type="checkbox"/>	<input type="checkbox"/>

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(d) any other organization or entity that provides services to pension funds; and	<input type="checkbox"/>	<input type="checkbox"/>
(e) a life assurance office, a short term insurer or re-insurer.	<input type="checkbox"/>	<input type="checkbox"/>
2. Do you have any additional information, which should be brought to the Registrar's attention, which may have an impact on the evaluation of your application to be accredited?	<input type="checkbox"/>	<input type="checkbox"/>

If you answered yes to any of the above questions, please provide details.

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Section D. Declaration and Indemnity

Declaration by Auditors

1. Appointment and duties of an Auditor

1.1. As auditors appointed by (name of fund) _____,
we hereby confirm that:

- a) We are not officers or members of (name of fund) _____;
_____ ; and
- b) Whenever we (name of auditor), _____
terminate or resign as auditors, we will within seven (30) days from the date of such
termination or resignation, as the case may be, notify NAMFISA in writing of the
reasons.

1.2. As per the duties imposed on the Auditor by the International Auditing Standards , we further
confirm that we will:

- a) Investigate and report on the financial position of (name of fund) _____
_____, at the end of each
financial year;
- b) Undertake the evaluation or examination of the affairs of (name of fund) _____
_____, at its cost, as
may be required by NAMFISA.

1.3 Declaration

I, _____
(Name of Auditor)

- (a) **Declare** that all the information provided in this application (including any
attachments) is complete, true and correct.
- (b) **Understand** that the information provided in this application forms the basis of the
application and can be relied upon.

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- (c) Undertake to provide a copy of the report on any transactions or conditions which have come to our attention which in our opinion could significantly and adversely impact the financial position of (name of fund) _____ to NAMFISA.
- (d) Understand that a copy of the annual financial statements together with the report of the auditor must be prepared and send to NAMFISA within 90 days of the financial year end of the fund.
- (e) Undertake to report to NAMFISA any material internal control weaknesses or fraud identified during the performance of the audit, where management and those charged with governance has failed to take corrective action.
- (f) Read and understood our duties as Auditors in terms of Section 258 and 373 and Standard no. _____ of the FIM Act.
- (g) Understand that if any information in this application changes before and/or after this application is approved, we must immediately notify NAMFISA in writing of the changes.

(To be signed by the Managing Partner and another Partner in the case of a partnership of the entity applying as Auditor or by the auditor in the case of an individual)

Full Name (Managing Partner)	Signature	Date
Full Name (Ordinary Partner)	Signature	Date

Section E. Affidavits

1. Affidavit by responsible partner/auditor

I, the undersigned

(Full name of auditor/ partner)

Identity / Passport number _____ hereby declare and confirm under oath / or affirm that I –

- (a) am not a minor or a person under legal disability;
- (b) am not an un-rehabilitated insolvent;
- (c) have not been removed from an office of trust on account of misconduct;
- (d) have not been convicted, whether in Namibia or elsewhere, of theft; fraud; forgery or uttering a forged document; perjury; an offence under any law for the prevention of corruption; or any offence involving dishonesty or in connection with the promotion; formation or management of a company and sentenced to imprisonment without the option of a fine or to a fine to the equivalent of or exceeding N\$1 000.00 (One Thousand Namibia dollar);
- (e) have been candid and truthful in all my dealings with any regulatory body and I am ready and willing to comply with the requirements and standards of the regulatory system and with other legal, regulatory and professional requirements and standards; and

REGULATIONS
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(f) am not a trustee or a Principal Officer of (name of the Pension Fund)_____.

I undertake to inform NAMFISA forthwith should any of the statements made in this affidavit no longer be true and correct.

.....
Signature of deponent

.....
Date

2. Affidavit by the Commissioner of Oaths

I hereby certify that the deponent has acknowledged that he/she knows and understands the contents of this affidavit, which was signed and sworn to or affirmed before me at on the day of, the regulations contained in Government Notice No R1268 of 21 July 1972, as amended, and Government Notice No R1648 of 19 August 1977, as amended, having been duly complied with, that he/she has no objection to taking the prescribed oath and that he/she regards same as binding on his/her conscience and declared as follows:

“I swear that the contents of this declaration are true, so help me God”

Commissioner of Oaths

.....
Signature & particulars

.....
Date and Stamp

Section F. Attachments

Please attach the following documents to the application

Kindly confirm the attachment of documents by marking the appropriate box with an “X”.

		Attached	Comment
(a)	Certified copy(ies) of ID document(s) of responsible partner/ auditor(s) (and passport if applicable)		
(b)	Resolution of the Board of Trustees of the fund to appoint the auditing firm/auditor		
(c)	Evidence of membership of professional bodies		
(d)	Curriculum vitae of responsible partner/auditor		
(e)	Copies of service agreements with the fund, if any (refer A. 5)		
(f)	Responsible partner, Managing partner, Auditor's, and/or partners' curriculum vitae		
(g)	Certified copies of qualifications of the responsible partner and all other partners;		
(h)	Work permits for non-Namibians		
(i)	Any other relevant document		

Note: NAMFISA may call upon the applicant to furnish further information relevant to the application. NAMFISA is not obliged to consider incomplete applications.

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Form 5



PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
PENSION FUNDS REGULATIONS, 2018

(Section 36, Regulation 18(1))

APPLICATION FOR REGISTRATION AS A SPECIAL PURPOSE VEHICLE

We, the undersigned, do hereby apply for the registration as a Special Purpose Vehicle, in terms of subregulation (1) of Regulation 18, pursuant to section 36 of the Pension Funds Act, 1956 (Act No. 24 of 1956).

Section A. Information of Applicant
--

1. General

Full name of applicant:

.....

Business Address:

.....

Postal Address:

.....

Telephone Number:

.....

Facsimile:

.....

Website, if any:

.....

E-mail address:

.....

Financial year end of the Entity:

.....

Entity's registration No:

.....

Namibian Tax reference No:

.....

REGULATIONS
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2. Details of Directors or Trustees

(Please fill directors' details if the entity is registered as a company or trustees' details if the entity is registered as a trust). <Attach more details of directors or trustees if required>

(a)

Full name:

.....

Identification No:

.....

Nationality:

.....

Postal address:

.....

Telephone No:

.....

Email address:

.....

(b)

Full name:

.....

Identification No:

.....

Nationality:

.....

Postal address:

.....

Telephone No:

.....

Email address:

.....

(c)

Full name:

.....

Identification No:

.....

Nationality:

.....

REGULATIONS
Pension Funds Act 24 of 1956
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Postal address:

.....

Telephone No:

.....

Email address:

.....

3. Auditor

(Auditor should adhere to Annexure A of the application form)

Full name of Auditor:

.....

Contact Person:

.....

Postal Address:

.....

Physical Address:

.....

Telephone No:

.....

Facsimile:

.....

4. Bank Details

Name of Bank:

Branch Name:

Account No:

Trust account No:

Section B: Requirements, Information and Documentation

1. Is the Special Purpose Vehicle as per Regulation 17:

	Yes	No
(a) Incorporated as either a public company or a private company under the Companies Act, 2004 (Act No. 28 of 2004)? Or	<input type="checkbox"/>	<input type="checkbox"/>
(b) Registered as a trust under the Trust Moneys Protection Act, 1934 (Act No. 34 of 1934)?	<input type="checkbox"/>	<input type="checkbox"/>

2. Information and Documentation:

We have submitted the following documentation:	Yes	No
--	-----	----

REGULATIONS
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- | | | | |
|---|--------------------------|--------------------------|--|
| (a) Investment Plan; | <input type="checkbox"/> | <input type="checkbox"/> | |
| (b) Memorandum of Association or trust deed
(not inconsistent with the Investment Plan); | <input type="checkbox"/> | <input type="checkbox"/> | |
| (c) Management Agreement; | <input type="checkbox"/> | <input type="checkbox"/> | |
| (d) Generic Subscription Agreement; and | <input type="checkbox"/> | <input type="checkbox"/> | |
| (e) Names of all directors or trustees. | <input type="checkbox"/> | <input type="checkbox"/> | |

3. Disclosure:

1.1 Is the manner in which the business of the Special Purpose Vehicle to be carried on in terms of subregulation (3)(c) of Regulation 18:

- | | Yes | No | |
|--|--------------------------|--------------------------|--|
| (a) Consistent with the Act and these regulations? | <input type="checkbox"/> | <input type="checkbox"/> | |
| (b) Based on sound financial principles? and | <input type="checkbox"/> | <input type="checkbox"/> | |
| (c) In the public interest? | <input type="checkbox"/> | <input type="checkbox"/> | |

Please give explanations where necessary

.....

.....

.....

.....

1.2 Restrictions on Directors and Trustees in terms of Regulation 19:

- | | Yes | No | |
|--|--------------------------|--------------------------|--|
| (a) Has any of the directors been disqualified as directors in terms of sections 225 and 226 of the Companies Act, 2004 (Act No. 28 of 2004)? | <input type="checkbox"/> | <input type="checkbox"/> | |
| (a) Has any of the directors been a director or a principal officer of a financial institution and such financial institution was not in compliance with any law governing financial institutions? | <input type="checkbox"/> | <input type="checkbox"/> | |
| (c) Has any of the directors or trustees serve as chairperson of the board of the Special Purpose Vehicle? and | <input type="checkbox"/> | <input type="checkbox"/> | |
| (d) Confirm if the majority of the directors or trustees are independent directors or trustees and not affiliated, directly or indirectly with the Unlisted Investment Manager. | <input type="checkbox"/> | <input type="checkbox"/> | |

Please give explanations where necessary

.....

.....

.....

REGULATIONS
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4. Reporting Requirements and continues compliance obligation:

4.1 We, in terms of Regulation 35, endeavor to submit to the Registrar within 60 days after the end of 31 December and 30 June of each year -

- (a) unaudited financial reports that includes -
 - (i) A statement of assets and liabilities;
 - (ii) A statement of profit and loss;
 - (iii) A statement of holdings of securities;
 - (iv) A description of the nature of each portfolio investment, including cost thereof;
- (b) details of portfolio investments and disposals made by the SPV including minutes and resolutions, detailing such investment decisions;
- (c) particulars of expenditure incurred by the SPV;
- (d) summary of valuations for new portfolio investments;
- (e) details of drawdowns, total contributed capital and committed capital; and
- (f) details of the number of permanent and temporary employees of the portfolio companies.

1.2 In addition, we will submit to the Registrar within 180 days after the end of the financial year annual audited financial statements, prepared in accordance with International Financial Reporting Standards as is required in terms of Regulation 36.

1.3 We will also ensure compliance with the provisions of the Financial Intelligence Act, 2012 (Act No. 13 of 2012).

5. Attachments

- (a) Proof of bank account of the Special Purpose Vehicle;
- (b) Company or trust registration documents;
- (c) Certified copies of ID of all directors or trustees;
- (d) Signed declaration of all directors or trustees;
- (e) Certified copies of qualification of all directors or trustees;
- (f) Proof of registration payment of N\$5 000 (Five Thousand Namibia Dollar).

6. Declaration

<Name of entity applying for the registration as a Special Purpose Vehicle>

- **Declare** that all the information provided in this application (including all attachments) are complete, true and correct.
- **Read and understood** the provisions of the regulations and hereby declare that we will comply with these provisions and with any other provisions as may be determined by the Registrar.
- **Understand** that if any information in this application changes before this application is approved, we must notify the Authority in writing immediately of the changes.

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(To be signed by all directors or trustees of the entity applying for registration as a Special Purpose Vehicle.)

Full Name	Signature	Date
Full Name	Signature	Date
Full Name	Signature	Date

7. COMMISSIONER OF OATHS

Name	Rank and other Particulars
Signature	Date and Stamp

SCHEDULE A

8. Appointment and duties of Auditor in terms of Regulation 33

- 8.1** A Special Purpose Vehicle must, subject to the written approval of the Registrar, appoint, and at all times have, an auditor.
- 8.2** As Auditors appointed by *<name of the Special Purpose Vehicle>*, hereby confirm that:
- (a) We are not directors or trustees of *<name of the Special Purpose Vehicle>* and none of our members are directors or trustees of *<name of the Special Purpose Vehicle>*;
 - (b) We are not directors or trustees of *<name of the Unlisted Investment Manager>*, and none of our members are directors or trustees of *<name of the Unlisted Investment Manager>*; and
 - (c) Whenever we, *<name of Auditor>* terminate or resign as auditors, we will within seven days from the date of such termination or resignation, as the case may be, notify the Registrar in writing of the reasons.
- 8.3** As per the duties imposed on the Auditor by the Public Accountants' and Auditors' Act, 1951 (Act No. 51 of 1951), in terms of subregulation (5) of Regulation 33, we will:
- (a) Audit the financial statements of *<name of the Special Purpose Vehicle>*;
 - (b) Conduct an independent review, of the valuations conducted by *<name of the Unlisted Investment Manager>*; and

REGULATIONS
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- (c) Submit a report to the registrar and *<name of Unlisted Investment Manager>* on compliance, or otherwise, with these Regulations, the Investment Plan, the Management Agreement and any other applicable law.

- 8.4 Report to the registrar any irregularity or any other matter which we have become aware of in our capacity as auditor of *<name of the Special Purpose Vehicle >* and which in our opinion may be of concern to the Registrar having regard to the Registrar's supervisory functions.

9. Declaration by Auditors

.....
(Name of Auditor)

- **Read and Understood** our duties as Auditors in terms of Regulation 33.
- **Declare** that all the information provided as per Annexure A of this application (including any attachments) is complete, true and correct.

..... Full Name Signature Date
---------------------------	---------------------------	----------------------

SCHEDULE B

10. Affidavit by Director or Trustee or Portfolio Manager or Chief Executive Officer

I,
(Full name of director/trustee/portfolio manager/chief executive officer),
Identity / Passport Number hereby declare and confirm under
oath / or affirm that I -

1. am not a minor or a person under legal disability;
2. am not an unrehabilitated insolvent;
3. have not been removed from an office of trust on account of misconduct;
4. have not been convicted of insider trading or any other fraud-on-the-market offence; and
5. have not been convicted, whether in Namibia or elsewhere, of theft, fraud, forgery or uttering a forged document, perjury, an offence under any law for the prevention of corruption, or any offence involving dishonesty or in connection with the promotion, formation or management of a company, and sentenced to imprisonment without the option of a fine or to a fine to the equivalent of or exceeding N\$1 000 (One Thousand Namibia dollar).

I undertake to inform the Registrar forthwith should any of the statements made in this affidavit no longer be true and correct.

..... Signature of deponent Date
---------------------------------------	----------------------

COMMISSIONER OF OATHS

..... Name Rank and other Particulars
----------------------	--

..... Signature Date and Stamp
---------------------------	--------------------------------

REGULATIONS
Pension Funds Act 24 of 1956
Pension Funds Regulations

Form 6



PENSION FUNDS ACT, 1956 (ACT NO. 24 of 1956)
PENSION FUNDS REGULATIONS, 2018

(Regulation 18(3))

CERTIFICATE OF REGISTRATION AS SPECIAL PURPOSE VEHICLE

This is to certify that

.....

is registered as Special Purpose Vehicle in terms of regulation 18 of the Pension Fund Regulations made under the Pension Funds Act, 1956 (Act No. 24 of 1956).

Registrar of Pension Funds

Date

REGULATIONS
Pension Funds Act 24 of 1956
Pension Funds Regulations

Form 7



PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
PENSION FUNDS REGULATIONS, 2018

(Regulation 28)

APPLICATION FOR REGISTRATION AS UNLISTED INVESTMENT MANAGER

We, the undersigned, do hereby apply for the registration as Unlisted Investment Manager, in terms of Regulation 28 the Pension Funds Act, 1956 (Act No. 24 of 1956).

Public Company	Private Company
----------------	-----------------

Please tick whichever is relevant

Section A. Company information

1. General

Full name of applicant:
.....

Business Address:
.....

Postal Address:
.....

Telephone Number:
.....

Facsimile:
.....

Website, if any:
.....

E -mail address:
.....

Financial year end of the company:
.....

Company's registration No:
.....

Namibian Tax reference No:
.....

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2. Share Capital

We hereby confirm that the company will have and maintain a paid-up share capital and non-distributable reserves at any time, not less than 1% of the committed capital in each special purpose vehicle reflected as follows:

Committed Capital Special Purpose Vehicle (SPV)(Provide name)	Paid-up share capital	Non-distributable reserves	% of committed capital in SPV
SPV1			
SPV2			
SPV3			

3. Auditor

Full name of Auditor:

.....

Contact Person:

.....

Postal Address:

.....

Physical Address:

.....

Telephone No:

.....

Facsimile:

.....

4. Directors

<Attach if more directors' details required>

(a) Full name of director:

.....

Identification No:

.....

Nationality:

.....

Postal address:

.....

Telephone No:

.....

Email address:

.....

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- (b) Full name of director:
- Identification No:
- Nationality:
- Postal address:
- Telephone No:
- Email address:
- (c) Full name of director:
- Identification No:
- Nationality:
- Postal address:
- Telephone No:
- Email address:
- 5. Chief Executive Officer**
- Full name:
- Identification No:
- Nationality:
- (If not Namibian, provide letter stating the exceptional circumstance)
- Postal address:
- Telephone No:
- Email address:

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6. Portfolio Manager

Full name:

Identification No:

Nationality:
(If not Namibian, provide letter stating the exceptional circumstance)

Postal address:

Telephone No:

Email address:

7. Bank Details

Name of Bank:

Branch Name:

Account No:

Trust account No:

<Proof of bank account to be attached>

Section B: Registration Requirements, Disclosure and Duties
--

1. Disclosure

1.1 Is the manner in which the business to be carried on in terms of of regulation 28(3)(c):

- (a) Consistent with the Act and these regulations;
- (b) Based on sound financial principles; and
- (c) In the public interest.

Please give explanations where necessary

.....

.....

.....

.....

.....

.....

.....

.....

REGULATIONS
Pension Funds Act 24 of 1956
Pension Funds Regulations

1.2 Restrictions on Directors, Chief Executive Officer and Portfolio Manager in terms of regulation 29

	Yes	No
(a) Has any of the directors or the Chief Executive Officer (CEO) or the Portfolio Manager (PM) been disqualified to act as directors in terms of sections 225 and 226 of the Companies Act, 2004 (Act No. 28 of 2004) of a company?	<input type="checkbox"/>	<input type="checkbox"/>
(b) Was any of the directors or the CEO or the PM, a director or a principal officer of a financial institution and such financial institution was not in compliance with any law governing financial institutions?	<input type="checkbox"/>	<input type="checkbox"/>
(c) Are any of the directors, the CEO or the PM, a trustee or a principal officer of a pension fund?	<input type="checkbox"/>	<input type="checkbox"/>

Please give explanations where necessary?

.....

.....

.....

.....

2. Operational ability

	Yes	No
(a) Do you have a fixed business address?	<input type="checkbox"/>	<input type="checkbox"/>
(b) Do you have adequate access to communication facilities including at least, a full-time telephone or cell phone service, typing and document duplication facilities?	<input type="checkbox"/>	<input type="checkbox"/>
(c) Do you have adequate storage and filing systems for the safekeeping of records, business communications and correspondence?	<input type="checkbox"/>	<input type="checkbox"/>
(d) Have you established compliance and reporting arrangements for your entity activities?	<input type="checkbox"/>	<input type="checkbox"/>
(e) Do your compliance arrangements specify how often compliance with procedures are monitored and reported on?	<input type="checkbox"/>	<input type="checkbox"/>
(f) Will any substantial activities of the entity be outsourced?	<input type="checkbox"/>	<input type="checkbox"/>
(g) Do you have written service level agreements in place for outsourced activities?	<input type="checkbox"/>	<input type="checkbox"/>
(h) Do you have a process in place to ensure that providers selected for any outsourced functions are suitable?	<input type="checkbox"/>	<input type="checkbox"/>
(i) To whom will you be outsourcing these activities?	<input type="checkbox"/> Independent party <input type="checkbox"/> Related party <input type="checkbox"/> Both	

REGULATIONS
Pension Funds Act 24 of 1956
Pension Funds Regulations

(j) What is the name of the entity to whom you intend outsourcing?

.....

(k) What function(s) will be outsourced?

.....

.....

.....

(l) Do you have internal controls structure, procedures and controls in place which include the following?

	Yes	No
(i) segregation of duties, roles and responsibilities where such segregation is appropriate from an operational risk mitigation perspective;	<input type="checkbox"/>	<input type="checkbox"/>
(ii) application of logical access security;	<input type="checkbox"/>	<input type="checkbox"/>
(iii) access rights and data security on electronic data, where applicable;	<input type="checkbox"/>	<input type="checkbox"/>
(iv) physical security of the providers' assets and records, where applicable;	<input type="checkbox"/>	<input type="checkbox"/>
(v) documentation relating to business processes, policies and controls, and technical requirements;	<input type="checkbox"/>	<input type="checkbox"/>
(vi) system application testing, where applicable;	<input type="checkbox"/>	<input type="checkbox"/>
(vii) disaster recovery and back-up procedures on electronic data, where applicable;	<input type="checkbox"/>	<input type="checkbox"/>
(viii) training for all staff regarding the requirements of these regulations;	<input type="checkbox"/>	<input type="checkbox"/>
(ix) a business continuity plan;	<input type="checkbox"/>	<input type="checkbox"/>

(m) Compliance with the Financial Intelligence Act, 2012, and other anti-money laundering legislation.

	Yes	No
(i) Do you have written internal rules in place as required by the Financial Intelligence Act, 2012 (Act No.13 of 2012)?	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Do you have processes in place to ensure that employees receive training in respect of an area of their obligation to report suspicious transactions?	<input type="checkbox"/>	<input type="checkbox"/>
(iii) Do you have anti-money laundering control policies, procedures and systems in place?	<input type="checkbox"/>	<input type="checkbox"/>
(iv) Do you have processes to incorporate any additional requirements as may be required under the Financial Intelligence Act, 2012, and/or any other anti-money laundering legislation?	<input type="checkbox"/>	<input type="checkbox"/>
(v) Do you have process in place to train staff in relation to anti-money laundering legislation?	<input type="checkbox"/>	<input type="checkbox"/>

3. Duties

3.1 As part of our duties in terms of regulation 30, we hereby confirm that we:

(a) Have exclusive authority to manage and administer the portfolio investments of a Special Purpose Vehicle (SPV) in accordance with the Investment Plan and in terms of the Management Agreement;

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Pension Funds Act 24 of 1956
Pension Funds Regulations

- (b) Have the right, power and authority to do all things necessary or desirable on behalf of the SPV, in order for the SPV to carry out its duties and responsibilities and to fulfill the requirements of the Investment Plan and the Management Agreement, including to initiate, screen, select and conduct due diligence and perform valuations on potential portfolio investments;
- (c) Have the right, power and authority to initiate, screen, select and conduct due diligence and perform valuations on potential portfolio investments;
- (d) Have the right to make investment decisions, not inconsistent with the Investment Plan and subject to regulation 21(4), on behalf of the SPV;
- (e) Have the right to exercise the voting power conferred by the securities issued by a portfolio company and held in the SPV;
- (f) Monitor and report on the performance of portfolio investments of the SPV;
- (g) Structure and manage portfolio investments; and
- (h) Manage and administer the operations of the SPV.

3.2 In addition, we will:

- (a) Comply with the provisions of the Financial Intelligence Act, 2012;
- (b) Pay levies; and
- (c) Submit returns as required by the registrar.

4. In performing our functions as per regulations 30 - 32, we declare that we will:

- (a) Not receive any other type of compensation or commission, direct or indirect, except that which is specified in the Management Agreement;
- (b) Observe utmost good faith and act with due skill, care and diligence;
- (c) Conduct our business in a responsible way and not engage in practices which would prejudice the interests of investors, Special Purpose Vehicles, portfolio companies and other stakeholders;
- (d) Not engage in speculative activity;
- (e) Exercise the voting power in a manner that best serves the interests of the Special Purpose Vehicle;
- (f) Promote and maintain ethical standards of conduct and deal fairly and honestly with investors, Special Purpose Vehicles, portfolio companies and other stakeholders;
- (g) Not disclose to third parties any confidential, financial or technical information acquired in the course of negotiations with potential portfolio companies, or in the course of business with portfolio companies, unless they have received explicit permission for such disclosure;
- (h) Not be used to promote the welfare of, or assist our directors, officers or employees, except in so far as they benefit from the performance of the Special Purpose Vehicle in terms of the Management Agreement;

REGULATIONS
Pension Funds Act 24 of 1956
Pension Funds Regulations

- (i) Be accountable to the Special Purpose Vehicle, by fully disclosing information in a manner that is clear, fair and not misleading;
- (j) Maintain adequate human, financial and operational resources for our business;
- (k) Require our directors, officers and employees to abide by the regulations as stipulated in regulation 30(3);
- (l) Co-invest in any Special Purpose Vehicle with which we have entered into a Management Agreement, a minimum of 1% of the contributed capital on the same terms and conditions as applicable to investors in terms of regulation 31; and
- (m) Submit to the Registrar within 180 days after the end of the financial year, annual audited financial statements, prepared in accordance with the International Financial Reporting Standards in terms of regulation 36.

5. Attachments

- (a) Company registration documents;
- (b) Investment Plan;
- (c) Management Agreement;
- (d) Portfolio Manager's CV, certified copy of ID and if not Namibian, provide letter stating the exceptional circumstance;
- (e) CEO and Directors' CV and their certified copies of ID;
- (f) Certified copies of qualification of the portfolio manager, the CEO and all the directors;
- (g) Proof of banking details; and
- (h) Proof of payment of the application fee **N\$5 000** (Five Thousand Namibia Dollar).

Note: The Registrar may call upon the applicant to furnish him/her with further information relevant to the application. The registrar is not obliged to consider incomplete applications.

6. Applicant's declaration

We: _____

(Name of entity applying for the registration as an Unlisted Investment Manager)

- **Declare** that all the information provided in this application (including all attachments) is complete, true and correct.
- **Read and understood** the provisions in regulation 34 and hereby declare that we will comply with these provisions and any other provisions as may be determined by the registrar.
- **Understand** that if any information in this application changes before this application is approved, we must notify the Authority in writing immediately of the changes.

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(To be signed by either two directors or the Chief Executive Officer and the Portfolio Manager of the entity applying as an Unlisted Investment Manager.)

..... Full Name Designation Signature Date
..... Full Name Designation Signature Date

7. COMMISSIONER OF OATH

..... Name Rank and other Particulars
..... Signature Date and Stamp

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Form 8



PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
PENSION FUNDS REGULATIONS, 2018

(Regulation 13(3))

CERTIFICATE OF REGISTRATION AS AN UNLISTED INVESTMENT MANAGER

This is to certify that

.....
is registered as Unlisted Investment Manager in terms of regulation 28 of the Pension Fund Regulations made under the Pension Funds Act, 1956, (Act No. 24 of 1956).

Registrar of Pension Funds

Date of Registration