Member Number

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **CORPORATE MEMBERSHIP INFORMATION FORM**  (CMIF88)   |  |  | | --- | --- | | Name of Candidate  *If the corporate name includes a ‘sensitive word’ (refer to Guidance Notes), please attach a copy of the relevant authorities’ authorisation.* |  | | Name of the associated Third-Party Funding Provider |  | | Proposed start date |  | | New Money |  | | Conversion |  | | Direct Corporate Participant |  | |

**INITIAL APPLICATION DOCUMENTATION**

This form is to be completed by the Member no later than **13 September 2019**

We require all members to provide this information, please keep a copy of the forms you complete and the supporting documents for future reference.

The following supporting documentation should be returned with this form.

**LLOYD’S PRIVACY NOTICE**

The Corporation of Lloyd’s process personal data in line with the requirements of The General Data Protection Regulation (EU) 2016/679 and the Data Protection Act 2018. For further information about the way we use the personal data collected in this form, please read our [Market Services Privacy Notice](https://www.lloyds.com/common/privacy-notices) available on our website in conjunction with that of your Members’ Agent

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **1** | **Copy of the Candidate's certificate of incorporation** | **Attached** |  | **Not Applicable** |  |
| **2** | **Copy of the application for incorporation of the Candidate (Form LLIN01)** | **Attached** |  | **Not Applicable** |  |
| **3** | **A completed “Personal Information Form (PIF)” from each Director, Controller, LLP Member and Designated Member of the Candidate.** | **Number**  **Attached** |  | **Not Applicable** |  |
| **4** | **Individual Identity and Address Verification (ID&V) Documents [see notes section for guidance]** | **Attached** |  | **Not Applicable** |  |
| **5** | **Document Certification** | **Attached** |  | **Not Applicable** |  |
| **6** | **A detailed group structure chart [see notes section below]** | **Attached** |  | **Not Applicable** |  |
| **7** | **The Membership Agreement** | **Attached** |  | **Not Applicable** |  |
| **8** | **A copy of any marketing material to be issued in connection with the Candidate’s proposed participation at Lloyd’s** | **Attached** |  | **Not Applicable** |  |
| **9** | **Confirmation that the correct application fee has been remitted *[in accordance with Market Charges Bulletin on Lloyds.com]*** | **Attached** |  | **Not Applicable** |  |
| **10** | **Conversion vehicle: “Confirmation and Request and Power of Attorney to Lloyd’s” from every existing member of Lloyd’s that will participate in the conversion vehicle.** | **Attached** |  | **Not Applicable** |  |
| **11** | **Conversion vehicle: Completed “Deed of Undertaking”.** | **Attached** |  | **Not Applicable** |  |
| **12** | **Completed and signed “Voting Constituency (Council Elections) Form” (reflecting ownership structure).** | **Attached** |  | **Not Applicable** |  |
| **13** | **An authorised signatory list of individuals authorised to provide instructions on behalf of the corporate member; excluding Directors.** | **Attached** |  | **Not Applicable** |  |
| **14** | **Evidence of Bank Account** | **Attached** |  | **Not Applicable** |  |
| **15** | **Other additional information to support your application** | **Attached** |  | **Not Applicable** |  |

**SECTION A**

1) CORE DETAILS

|  |  |  |  |
| --- | --- | --- | --- |
| Name of candidate |  | | |
| Registered number |  | Date of incorporation |  |
| Confirmation that the Country of Incorporation/ Establishment is United Kingdom | | | Yes |
| Candidate’s accounting  reference date |  | Issued share capital & type(s) |  |
| Principle place of business address |  | | |
| UK Postcode |  | Country |  |
| Registered address  (If different to principle place of business) |  | | |
| UK Postcode |  | Country |  |
| Telephone number |  | Email Address |  |
| Name of Company Secretary |  | | |
| Trading address (if different to registered address) |  | | |
| UK Postcode |  | Country |  |
| Telephone number |  | Email address |  |
| Tax Residency address (if different to Trading/registered /Principle address) |  | | |
| UK Postcode |  | Country |  |

Alternative contact during the application process (if applicable)

|  |  |  |  |
| --- | --- | --- | --- |
| Contact name |  | | |
| Contact address |  | | |
| UK Postcode |  | Country |  |
| Telephone number |  | Email address |  |

|  |  |
| --- | --- |
| Are there any Controllers or Directors acting in the capacity of Nominee? | Yes  No |
| If you have responded ‘yes’ please provide details. | |

2) CONTROLLERS/LLP MEMBERS

Please list ALL controllers/LLP Members of the Candidate and their respective interests. ‘Controller’ has the meaning given in s.422 of the Financial Services and Markets Act 2000 and includes any person with 10% or more of the shares in the Candidate. Refer to the accompanying Guidance Notes.

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name in full** | **Equity**  **(%)** | **Voting /Profit /Loss**  **(%)** | | **Designated Member** | **PIF Questionnaire submitted** (tick and go to question 3) | 1. **Advance consent required** (if exemption from PIF) | **Complete if Advance consent** | | | |
| **Member Number/ Financial Services Registration Number** | **Body Corporate - Company registered Number or Individual - Date of birth** | **Nationality/ Country of incorporation** | **Relationship** Where Controllers are close relatives e.g. son |
|  |  | V |  |  |  |  |  |  |  |  |
| P |  |
| L |  |
|  |  | V |  |  |  |  |  |  |  |  |
| P |  |
| L |  |

3) DIRECTORS

Please list the Directors of the Candidate on admission.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Name in full** | **PIF Questionnaire submitted** (tick and go to question 3) | 1. **Advance consent required** (if exemption from PIF) | **Complete if Advance consent** | | | |
| **Member Number/ Financial Services Registration Number** | **Body Corporate - Company registered Number or Individual - Date of birth** | **Nationality/ Country of incorporation** | **Relationship** Where Controllers are close relatives e.g. son |
|  |  |  |  |  |  |  |
|
|
|  |  |  |  |  |  |  |
|
|

***Note: For individuals authorised to sign on behalf of the company who do not appear in tables 2 and 3 please ensure the full authorised signatory list is submitted with this application*.**

4) OWNERSHIP- ADDITIONAL DETAILS

Where the ownership percentages disclosed do not total 100% detail below how many shareholders own the remaining shares in the business.

|  |  |  |  |
| --- | --- | --- | --- |
| (i) Less than 10 | (ii)10 - 20 | (iii)21 to 50 | (iv)51 or more |
|  |  |  |  |
| Please attach a copy of the Shareholder Register/Agreement | | | |

|  |  |
| --- | --- |
| Does any Government entity official or government employee have any ownership or financial interest in your business? | Yes  No |
| If you have responded ‘yes’ please provide details. | |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Do any of the individuals detailed in sections 2, 3, 4 or 5 or any of their family members currently hold (or have they previously held) any position of responsibility in any government, government agency, or enterprise owned wholly or partly by a government or in any international organisation? If “Yes”, please provide details below. | | | | | | | Yes | | No |
| Full Name |  | | | | | | | | |
| Position in Your Business | | |  | | | | | | |
| Family relationship to Business employee | | | | |  | | | | |
| Government / Agency / Organisation Name | | | | |  | | | | |
| Government / Agency / Organisation Position | | | | |  | | | | |
| Period of Service | | From | | /    / | | To | | /    / | |
| **(Please print this table and complete details for each individual relationship to be disclosed)** | | | | | | | | | |

**SECTION B**

ADDITIONAL DETAILS

ADVISERS (Please identify, where relevant, the professional advisers employed by the Candidate and their contact details)

|  |  |
| --- | --- |
| **Members’ Agent**  *(Please tick appropriate box)* | Hampden  Argenta  Alpha |

|  |  |  |  |
| --- | --- | --- | --- |
| **Auditor** |  | | |
| Address |  | | |
| UK Postcode |  | Country |  |
| Telephone Number |  | Email address |  |
| Contact name |  | | |

|  |  |  |  |
| --- | --- | --- | --- |
| **Legal Adviser** |  | | |
| Address |  | | |
| UK Postcode |  | Country |  |
| Telephone Number |  | Email address |  |
| Contact name |  | | |

**SECTION B** (continued)

|  |  |
| --- | --- |
| Are interests in the Candidate owned or to be owned, directly or indirectly, by any of the following "US persons"   * any natural person resident in the United States; * any partnership or corporation organised or incorporated under the laws of the United States; * any estate of which any executor or administrator is a US person; * any trust of which any trustee is a US person; * any agency or branch of a foreign entity located in the United States; * any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US person; * any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States? | Yes  No  Yes  No  Yes  No  Yes  No  Yes  No  Yes  No  Yes  No |
| If the answer to any of the above question’s is YES, are all such US persons "accredited investors" or "qualified institutional buyers", as defined under the US Securities Act of 1933? | Yes  No |
| Has the candidate ever been refused/had revoked any licence, membership, authorisation, registration or other permission granted by a regulator or government body in the UK or overseas? | Yes  No |
| Has the candidate ever decided not to proceed, after making an application to a regulatory body/Lloyd’s for:   * a Licence * authorisation * registration * membership * other permission granted by a regulatory body? | Yes  No |
| If you have answered yes to the questions above, please provide an explanation of the events below, including; the date of the event, the outcome and an explanation of the circumstances | |
|  | |

**SECTION B** (continued)

FOR DIRECT CORPORATE PARTICPANTS (DCPs) **ONLY**

|  |  |
| --- | --- |
| Under the Membership Byelaw, all members are required to appoint a Members’ Agent unless the Council otherwise consents, the applicant will need to demonstrate that it has sufficient knowledge of the Lloyd’s Market and how it operates and adequate experience and resources to:   * Meet all reporting and continuing requirements of Membership as set out in the Byelaw, including but not limited to the Coming Into Line (CIL) processes, the annual Declaration of Compliance and applying for consent to changes of the member’s controllers and directors * Carry out adequate syndicate financial review, analysis and due diligence upon the syndicate(s) selected for support | Yes  No  Yes  No |

**SECTION C**

FUNDS AT LLOYD’S

**The Corporate Member will need to open its own UK bank account for Funds at Lloyd’s rearrangements and Distribution payments.**

|  |  |
| --- | --- |
| Please confirm how the Candidate’s Funds at Lloyd’s be provided   * Cash deposit and /or securities * Inter-available arrangement * Guarantee or letter of credit (LOC) (If yes provide the details, including the names and addresses of each credit institution and amount of each guarantee/letter of credit in **Section E**) | Yes  No  Yes  No  Yes  No |
| Will any cash/securities, provided as Funds at Lloyd’s be deposited with a custodian other than the Corporation of Lloyd's?  ***If YES provide the details in Section D and see Guidance Notes for further documentation required*** | Yes  No |
| Does the Candidate propose to appoint an investment manager?  Note- Cash/Securities will not be invested until an approved Investment Manager has been appointed.  ***If YES provide the details in Section E and see Guidance Notes for further documentation required*** | Yes  No |
| Is there to be any arrangement in place whereby Funds at Lloyd’s are to be provided by any person other than the Candidate?  *If YES, please ensure that the third party has submitted the relevant* ***CM210 Application form; Declaration and Undertaking form and Personal Information Form*** *Refer to the Guidance Notes for further information.* | Yes  No |
| If NO, please confirm in the schedule attached at **Section E** how the Candidate acquired the Funds at Lloyd’s |  |
| Where the Candidate is to underwrite on a single Lloyd’s syndicate, will it be holding assets as Funds in Syndicate? | Yes  No |

**SECTION D**  
SUPPLEMENTARY INFORMATION

If there is any other information which the Candidate considers to be relevant to the application, please include it here.

|  |  |
| --- | --- |
| Relevant information- further information required from Section C | Documents attached |
|  | Yes  No |
|  | Yes  No |
|  | Yes  No |
|  | Yes  No |

**SECTION E**  
TAX CONFIRMATION

LLP Only

|  |  |
| --- | --- |
| Please confirm that all LLP Members are able to claim benefits from a treaty with the United States that restricts US taxing rights to profits attributable to a Permanent Establishment (“PE”); | Yes  No |
| OR All LLP Members are unable to claim benefits from a treaty with the United States that restricts US taxing rights to Profits attributable to a PE. | Yes  No |
| Is the profit share and loss share to be allocated to each LLP Member defined upfront in the Member’s Agreement? | Yes  No |

All

|  |  |
| --- | --- |
| Please confirm that the Candidate/all LLP Members will be resident in the United Kingdom for tax purposes\* for the tax year in which the Candidate’s first year of underwriting commences, and fully expects to be for the tax year thereafter.  \* ***“resident in the United Kingdom for tax purposes “means as determined in accordance with the provisions of the Corporation Act 2009 and any applicable Double Taxation arrangements.*** | Yes  No |

**SECTION F**

BANK DETAILS *(if this information is not available, please leave blank)*

|  |  |
| --- | --- |
| Bank Name: |  |
| Bank Sort Code: |  |
| Account Number: |  |
| Account Name: |  |
| For Onward Transmission: |  |
| Non-UK Bank – BIC (Swift) Code: |  |
| US Bank only – ABA Code: |  |
| Australian Bank – BSB Code: |  |
| European Bank – IBAN Code: |  |
| Intermediary BIC (Swift): |  |

**SECTION G**

WARRANTIES, UNDERTAKING AND EXECUTION

The Candidate -

|  |
| --- |
| 1. **applies to be admitted as a corporate member of Lloyd's** and for permission to underwrite insurance business at Lloyd's on the basis of the information supplied in the initial application documentation and any further information supplied to Lloyd's while its application is being determined; |
| 1. **agrees** that for the purposes of this application it will be bound by the provisions of the Membership Byelaw (No. 5 of 2005) (the “**Byelaw**”) and of the Enforcement Byelaw (No. 6 of 2005); |
| 1. **warrants and undertakes** that the information supplied to Lloyd's in its application for admission as a corporate member of Lloyd's is, to the best of its knowledge and belief, accurate in all material respects and does not omit any information which might reasonably be considered to be relevant to its application; |
| 1. **confirms and undertakes** that under the provisions of the Membership Byelaw (No.5 of 2005); 2. Every member shall appoint and at all times retain a member’s agent to act in respect of its underwriting business and affairs at Lloyd’s unless the Council otherwise consents; |
| 1. **warrants and undertakes** that, during the period in which this application for admission is being considered, it will: 2. notify Lloyd's in writing of any material change in the information forming part of this application which occurs; 3. supply to Lloyd’s any marketing material containing any invitation to acquire an interest in the Candidate, or in any other group company, or containing information calculated to lead to persons doing so, or any other marketing material issued in connection with the Candidate’s proposed participation at Lloyd’s; |
| 1. **authorises** Lloyd's to make such enquiries as it may consider necessary in connection with this application; |
| 1. **agrees and undertakes** that: 2. it shall not, without the prior written consent of the Council, take or permit the taking of any action calculated to render the warranties, representations and undertakings given in clause 8 inaccurate in any material respect if they were expressed to be given or deemed to be repeated immediately after that action; 3. it shall promptly inform the Council of any action taken against the Candidate which, if it had been taken or permitted by the Candidate, would have fallen within paragraph (a) of this clause; 4. it shall promptly inform the Council of the occurrence of any act or event (whether or not falling within the paragraphs (a) or (b) of this clause) which would render the warranties, representations and undertakings given in clause 8 inaccurate in any material respect if they were repeated immediately after that act or event occurs; |
| 1. **represents, warrants and undertakes** to the Council in the terms of Schedule 1 to the Lloyd’s Membership Agreement in the form prescribed by the Council; and   **gives the confirmations** set out in Schedule 2 to the Lloyd’s Membership Agreement in the form prescribed by the Council. |

**Executed as a DEED** for and on behalf of [[1]](#footnote-1)

By

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1. Signature 2. Director/acting on behalf of its LLP members |  | | | |
| 1. Name Director/Secretary/ 2. Authorised signatory2 |  | Date |  | |
| 1. Signature 2. Director/acting on behalf of its LLP members |  | | | |
| 1. Name Director/Secretary/ 2. Authorised signatory2 |  | Date | |  |

**OR**

**THE COMMON SEAL** of 3

was hereunto affixed in the presence of:

|  |  |  |  |
| --- | --- | --- | --- |
| 1. Signature of Director/Company Secretary2 |  | | |
| 1. Name |  | Date: |  |

[SEAL]

1. 1 Insert full name of Corporate Member/LLP– see footnote 3

   2 Delete as appropriate.

   3 Insert full name of Corporate member– use this execution clause if company will affix its seal, otherwise use previous execution clause. [↑](#footnote-ref-1)