



Tel. 228888/228903-20

30 December 1997

**BANK OF ZAMBIA**

P.O. Box 30080 Lusaka  
10101

CB Circular No.7/97

To : All Commercial Banks and Financial Institutions

Dear Sirs

**DIRECTORS' QUESTIONNAIRE AND DECLARATION**

The Banking and Financial Services Act, of 1994, requires that a bank's board members and management are suitable for the positions held, at all times. The directors' fitness and propriety underlies their experience, knowledge and good repute. As we approach the year end, directors' retirements and re-appointments will undoubtedly take effect.

In this connection therefore, the Bank of Zambia has decided to effect its revised assessment methodology for suitability of bank directors. Principally, this requires that all current and prospective directors at your bank fill in the attached questionnaire and submit it duly completed, through yourselves, to the Financial System Supervision of the Bank of Zambia not later than 31 January 1998. Any objections to appointments shall be communicated in writing by the Bank of Zambia.

Furthermore, in accordance with section 35(3) of the Banking and Financial Services Act 1994 (Disclosure of Interest), it is a requirement that a general notice is furnished to the board of directors by a director or officer, disclosing the names and addresses of his associates together with reasonably full particulars of every material commercial, financial, agricultural, industrial or other business or family interest that he has at the time, and stating that he is to be regarded as having a material interest in any contract between the bank or and any person named in the disclosure. We anticipate your utmost corporation in this connection.

Should you require any further clarification on any of the above, do not hesitate to contact the undersigned on the above address.

Yours sincerely

Dr Abraham Mwenda  
DEPUTY GOVERNOR - OPERATIONS



# BANK OF ZAMBIA

## FINANCIAL SYSTEM SUPERVISION

### DIRECTORS QUESTIONNAIRE

To be filled in ink and block capital letters. If insufficient space is provided, please attach a separate sheet.

STATEMENT BY INDIVIDUALS WHO ARE HOLDING, OR ARE PROPOSING TO HOLD, THE OFFICE OF A DIRECTOR OR AN EXECUTIVE OFFICER OF A BANK OR A CONTROLLING COMPANY.

(Confidential and not available for inspection by the public)

1. Name of institution in connection with which this questionnaire is being completed ("the institution"):

.....

2. Your surname:

.....

3. Your full forename(s):

.....

4. Former surname(s) and or forename(s) by which you may have been known:

.....

5. Please state in what capacity you are completing this questionnaire, i.e as a current or prospective director, executive officer or combination of these. Please state your full title and describe the particular duties and responsibilities attaching to the position(s) that you hold or will hold. If you are completing this form in the capacity of director, indicate whether, in your position as director, you have or will have executive responsibility for the management of the institution's business. In addition, please provide a copy of your curriculum vitae, unless it has already been provided:

.....

6. Residential address:

.....



7. Any previous residential address(es) during the past 10 years:  
.....
8. Date and place of your birth (including town or city):  
.....
9. Your nationality and how it was acquired (birth, naturalization or marriage):  
.....
10. Name(s) and address(es) of your bankers during the past 10 years:  
.....
11. Your professional qualifications and year in which they were obtained:  
.....
12. Your occupation and employment now and during the past 10 years, including the name of your employer in each case, the nature of the business, the position held and relevant dates:  
.....
13. Of what bodies corporate (other than the institution) are you a director or an executive officer and since when?  
.....
14. Do you have any direct or indirect interest representing 15 per cent or more of the issued capital of any body corporate (other than the institution) that is now registered, or has applied for authorization, under the Act? If so give particulars:  
.....
15. Of what bodies corporate other than the institution and those listed in reply to Question 13 have you been a director or an executive officer at any time during the past 10 years? Give relevant dates:  
.....
16. Do any of the bodies corporate listed in reply to Questions 12, 13, 14 and 15 maintain a business relationship with the institution? If so, give particulars:  
.....

17. Do you hold or have you ever held or applied for a licence or equivalent authorization to carry on any business activity in the Republic of Zambia ("the Republic") or elsewhere? If so, give particulars. If any such application was refused or withdrawn after it was made or any authorization was revoked, give particulars:

.....

18. Does any institution with which you are, or have been associated as a director or executive officer hold, or has it ever held or applied for, a licence or equivalent authorization to carry on any business activity? If so, give particulars. If any such application was refused, or was withdrawn after it was made or an authorization revoked, give particulars:

.....

19. Have you at any time been convicted of any offence, excluding:

(i) any offence committed when you were under 18 years, unless the same was committed within the last 10 years;

(ii) any road traffic offence; or

(iii) any political offence?

If so, give particulars of the court by which you were convicted, the offence, penalty imposed and the date of conviction:

.....

20. Have you, in Zambia or elsewhere, been censured, disciplined, warned against some conduct, or made the subject of a court order at the instigation of regulatory authority or any professional body to which you belong or belonged? Have you ever held a practising certificate subject to conditions? If so, give particulars:

.....

21. Have you, or has any body corporate, partnership or unincorporated institution which you are, or have been, associated as a director or executive officer, been subject of an investigation, in Zambia or elsewhere, by or at the instigation of a government department or agency, professional association or other regulatory body? If so, give particulars:

.....



22. Have you, in Zambia or elsewhere, been dismissed from any office employment, or subject to disciplinary proceedings by your employer or barred from entry to any profession or occupation? If so, give particulars:

.....

24. Have you ever been declared insolvent (either provisionally or finally) by a court in Zambia or elsewhere, or has a bankruptcy petition ever been served on you? If so, give particulars:

.....

25. Have you, in connection with the formation or management of any body corporate, partnership or unincorporated institution, been adjudged by a court in Zambia or elsewhere, civilly liable for any fraud, misfeasance or other misconduct by you towards any members thereof? If so, give particulars:

.....

26. Has any body corporate, partnership or unincorporated institution with which you were associated as a director or executive officer, in Zambia or elsewhere, been wound up, made subject to an administration order, otherwise made any compromise or arrangement with its creditors or ceased trading, either while you were associated with it or within one year after you ceased to be associated with it, or has anything analogous to any of these events occurred under the laws of any other jurisdiction? If so, give particulars:

.....

27. Have you been concerned with the management or conduct of the affairs of any institution that, by reason of any matter relating to a time when you were so concerned, has been censured, warned as to future conduct, disciplined or made the subject of a court order at the instigation of any regulatory authority in Zambia or elsewhere? If so, give particulars:

.....

28. In carrying out your duties will you be acting on the directions or instructions of any other individual or institution? If so, give particulars:

.....

29. Do you or does any related party of whom you are aware, undertake business with this institution? If so, give particulars:

.....

30. How many shares in the institution are registered in your name or the name of a related party) If applicable, give name(s) in which registered and class of shares:

.....

31. In how many shares in the institution (not being registered in your name or that of a related party) are related parties beneficially interested?

.....

32. Do you, or does any related party, hold any shares in the institution as trustee or nominee? If so, give particulars:

.....

33. Are any of the shares in the institution mentioned in reply to Questions 30, 31 and 32 equitably or legally charged or pledged to any party? If so, give particulars:

.....

34. What proportion of the voting power at any general meeting of the institution (or of another body corporate of which it is a subsidiary) are you or any related party entitled to exercise or control the exercise of?

.....

35. If the exercise of the voting power at any general meeting of the institution, or of another body corporate of which it is a subsidiary, is or may be controlled by one or more of your associates or any related party, give the proportion of the voting power so controlled in each case and the identify of each associate:

.....

36. Are you currently, or do you, other than in a professional capacity, expect to be, engaged in any litigation in Zambia or elsewhere? If so, give particulars:

.....

37. Do you have a basic knowledge and understanding of the risks to which banks or financial institutions are exposed?

.....

38. Do you, at all times while acting in your capacity as a director or executive officer of the institution, undertake to:

- act in good faith towards the bank(s) or financial institution(s) in the group;



- avoid conflict between your other interests and the interests of the bank(s) of financial institution(s) in the group; and
- place the interest of the bank(s) financial institution(s) in the group and the depositors above all other interests?

.....

39. Have you acquainted yourself with, and do you understand, the extent of the rights and powers, as well as your responsibilities and duties as a director of the institution, as contained in the applicable law (to be completed only by directors or prospective directors)?

.....

### DECLARATION

I, ..... hereby declare the following:

This statement consists of ..... pages, each signed by me. The content of this declaration is true to the best of my knowledge and belief. I am aware that should it be submitted as evidence and I know that something appears therein that I know to be false or believe not to be true, I may be liable to prosecution.

I undertake, that for as long as I continue to be a director or executive officer of the institution, I will notify the Registrar of any material changes to, or affecting the completeness or accuracy of, the information supplied by me in items 1 - 39 as soon as possible, but in any event not later than 21 days from the day that the changes come to my attention.

I know and understand the content of this declaration. I have /do not have\* objections to taking the prescribed oath. I consider the prescribed oath to be binding/not binding\* on my conscience.

.....SIGNATURE OF DEPONENT

\* Delete whichever is not applicable

DECLARATION BY THE COMMISSIONER OF OATHS

I certify that the above statement was taken by me and that the deponent has acknowledged that he/she\* knows and understands the content of this statement. This statement was sworn to/affirmed\* before me and the deponent's signature was placed thereon in my presence at ..... on this ..... day of ..... One thousand nine hundred and .....

.....  
COMMISSIONER OF OATHS

FULL NAMES: .....

EX OFFICIO: .....

AREA : .....

ADDRESS : .....

\* Delete whichever is not applicable



DECLARATION BY CHAIRMAN OF A BANK OR FINANCIAL  
INSTITUTION OR AUDITOR IN CASE OF A NEW BANK

I, the undersigned ....., being chairman of the board of directors/auditor\* of ....., confirm that I have carefully studied all information supplied in this statement and, after discussion with the deponent ..... and all other members of the board, and after having taken into account any other information at my disposal or that has come to my attention, am of the opinion that the deponent ..... is fit and proper to take up office in this institution. In the case of the appointment of a director I confirm that the appropriate conditions of the articles of association of the company have been complied with. Similarly, in the case of the appointment of an executive officer, I confirm that company policy has been complied with.

NAME .....

SIGNED.....

DATE.....

\* Delete whichever is not applicable