



GOVERNMENT GAZETTE

OF THE

REPUBLIC OF NAMIBIA

N\$8.80

WINDHOEK - 1 September 2023

No. 8195

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General Notice

BANK OF NAMIBIA

No. 511

2023

VIRTUAL ASSETS RULES: VIRTUAL ASSETS ACT, 2023

The Bank of Namibia designated as the Regulatory Authority in terms of section 5(1) of the Virtual Assets Act, 2023 (Act No. 10 of 2023), has in terms section 51(1) of that Act made the Virtual Assets Rules set out in the Schedule.

J. !GAWAXAB
GOVERNOR
BANK OF NAMIBIA

SCHEDULE

Definitions

1. In these rules, a word or an expression to which a meaning has been given in Virtual Assets Act, 2023 (Act No. 10 of 2023) has that meaning, and

“the Act” means the Virtual Assets Act, 2023 (Act No. 10 of 2023);

Application for licence

2. An application for a licence under section 8(1) of the Act to operate as a virtual asset service provider or as a token issuer must –

- (a) be made in Form 1 set out in the Annexure 1; and
- (b) must be accompanied by the appropriate application fee set out in Annexure 2.

Issue of licence

3. A licence under section 9, to operate as a –

- (a) virtual asset service provider must be issued in the form of Form 2 set out in Annexure 1; and
- (b) token issuer must be issued in the form of Form 3 set out in Annexure 1.

Residence of officers of licence holder

4. (1) A licence holder must designate a compliance officer who will be in charge of the application of the internal programmes and procedures, including proper maintenance of books and records and reporting in terms of the Act and applicable laws on anti-money laundering and combating financing of terrorism and proliferation activities.

(2) As required under section 14 of the Act, the compliance officer of the licence holder must be resident in Namibia.

Other applications under the Act

5. Applications under section 15(4), 22(2), (23)(2) and 27(3) of the Act must be made in writing to the Governor of the Bank of Namibia and be accompanied by the appropriate fee specified in Annexure 2.

Fees

6. The fees for applications made in terms of the Act are set out in Annexure 2.

ANNEXURE 1

FORM 1

APPLICATION TO OPERATE AS VIRTUAL ASSET SERVICE PROVIDER/TOKEN ISSUER (Section 8, Rule 2)

Address of applicant:

.....

.....

Date 20.....

To:
 The Governor
 Bank of Namibia
 P.O Box 2882
 Windhoek
 Namibia

I/We, the undersigned, do apply for a licence in terms of section 8 of the Virtual Assets Act, 2023 (Act No. 10 of 2023) to operate as a virtual asset service provider/token issuer.

Note: In the case of an application to operate as a virtual asset service provider, indicate the class of licence applied for:

PART 1 - APPLICANT AND BUSINESS INFORMATION

1. Name of applicant
2. Trading name(s) of applicant
 Provide all the names if different
3. Legal status of applicant (mark with x)

Sole ownership/ Individual	Private company	Public company	Partnership	Trust	Financial Institution	Other (specify)

4. Official registration number of the above legal status
5. Date of commencement of trading as a virtual asset service provider or as token issuer
 (dd/mm/yy)
6. Financial year end (dd/mm/yy)
7. Income tax registration number
8. VAT registration number (if applicable)
9. Contact details of the applicant (head office, if applicable)
10. Physical address
11. Postal address
12. Landline telephone number
13. Fax number

14. E-mail address

15. Website

Note 1: Similar details to be provided if there are any branches with a different address. Provide on separate sheet of paper.

Note 2: If virtual assets are traded on another virtual token exchange in any jurisdiction, provide full details of listing and provide a list of affiliates of the applicant, indicating the nature of the relationship, businesses the affiliate is in, where the affiliate is incorporated etc.

16. Contact details of the token issuer:

Title.....

Full name(s)

ID number:

Telephone number (office)

E-mail address

17. Auditor/Accountant:

Name of firm/person

Physical address

Postal address

Name of responsible person (if a firm)

Telephone number

Fax number

E-mail address

Professional registration number/practice number

Name of Professional body registered with

18. Banker:

Name of bank

Branch name

Name of holder of main business account for virtual asset business

Account number

I/we enclose an original letter from my/our bank confirming the above.

Note: If there is more than one such account due to branches or virtual tokens traded outside Namibia, provide full details.

PART 2 – BENEFICIAL OWNERS

19. Provide the following in respect of each beneficial owner:

First Name(s)	Surname	ID/ Passport Number	Nationality	Designation (Owners, Beneficial Owner, Directors and Senior Management)	In case of Owners and Beneficial Owners please provide percentage of ownership

Note: Attach Curriculum Vitae for each beneficial owner and persons above, and indicate any tertiary qualifications, abbreviated employment history and specific contribution to be made in respect of the virtual asset business.

20. Provide full details for each person who is to carry out the virtual asset business on behalf of the applicant, including manager(s) or senior officer(s).

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.....

.....

21. State whether the applicant owner, beneficial owner or officer of the applicant has ever been –

- (a) disciplined, denied admission or registration, or had their registration or membership revoked by any regulatory or competent authority or professional association in any jurisdiction;

Yes/No

- (b) declared bankrupt, convicted of a crime or been sued under any commercial, securities, company or any law concerning fraud or misrepresentation;

Yes/No.....

- (c) involved with an application for regulatory approval in any jurisdiction where that application has been refused or withdrawn;

Yes/No.....

- (d) dismissed from any office or employment, or barred from entry into any profession or occupation;

Yes/No.....

or

- (e) compulsorily wound up or made any compromise or arrangement with creditors or ceased trading in circumstances where its creditors did not receive or have not yet received full settlement of their claims;

Yes/No

If you answered yes to any of the above, provide full details:

.....

PART 3 - FINANCIAL STATEMENTS

22. The following financial information is hereby provided:

- (a) if the applicant has been registered or established within 12 months from the date of application and the applicant has not commenced operations –
- i) a sworn statement from the founder, issuer or organiser of the applicant confirming that the applicant has not commenced trading and that no financial statements have been produced or dividends declared;
 - ii) statement of financial position of the applicant from the date of establishment to the date of application;
 - iii) three-year financial projections of the applicant;
- (b) for all other applicants –
- i) audited financial statements for two financial years immediately prior to the date of application or since the date of establishment, whichever is closest or equivalent to two years;
 - ii) the auditor's report accompanying the audited financial statements;
 - iii) interim financial statements of the applicant for the prior two quarters, signed and certified by the founder, issuer or organiser to be true and complete; and
- (c) if the applicant has any beneficial owner or beneficial interest holder who is a legal person, for each beneficial owner or beneficial interest holder –
- i) audited financial statements for the two financial years immediately prior to the date of application or since the date of establishment, whichever is closest or equivalent to two years;

- ii) the auditor's report accompanying the audited financial statements; and
- iii) most recent interim financial statements signed and certified by a director, manager or company secretary to be true and complete.

Note: A copy of your most recent set of financial statements must be provided

PART 4 - FUNDING

23. The existing and/or intended sources of funds to be utilised in the virtual asset business are as follows:

Type of Funding	Approximate Percentage
Own funds	
Borrowed funds	
Donor funds	
Any other (please specify)	

PART 5 - DESCRIPTION OF BUSINESS

24. Applicant must provide a description of the business (existing and/or proposed business for next two years) describing the class of virtual assets, including an indication of the total monthly cost of credit rate associated with each virtual asset, marketing methods, customer focus, geographical spread of the virtual asset business and branches, number of persons to be employed, methods to ensure compliance with statutory responsibilities, administrative procedures and control. (Use separate piece of paper).

PART 6 - OPERATIONAL CAPABILITY

25. Describe briefly the system and controls to be used in the virtual asset business.
26. Provide a detailed description of the applicant's operational capabilities, including the physical premises, cybersecurity protocols, data management systems, data protection systems, risk management systems, banking, virtual clearing, virtual custody arrangements and communication capabilities, as applicable.
27. Provide names and addresses of principal bankers, virtual custodians, virtual asset providers and other service and technical providers, as applicable.
28. Do you engage in any other activity than the virtual asset business hereby applied for?

Yes/No

If yes, please provide full details of the activity

.....

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29. Are there any other ancillary products which the applicant or its holding company or subsidiary or affiliate sell, or intends to sell, in conjunction with the virtual asset business applied herewith

Yes/No

If yes, provide full details of the ancillary products

.....

30. Explain the relative importance and volumes of these ancillary products in relation to the virtual asset business

.....

Provide a schematic group structure and indicate whether the entity operates as a principal or intermediary for each specific ancillary product

.....

PART 7 - DECLARATION OF NATURAL PERSONS

This part must be completed and signed by each natural person mentioned in Part II (make additional copies if necessary).

Declaration

I/We, the undersigned, declare that the above information is true and correct to the best of our knowledge and belief and undertake to provide any other information that may be required by the Regulatory Authority.

I /We, the undersigned declare that none of us have a criminal record or conviction for any offence involving dishonesty or fraud.

I/We, the undersigned, hereby give permission to the Namibia Police Criminal Record Center to furnish the Regulatory Authority or its authorised agents with my/our previous convictions or any relevant information in their possession, including any directions by the Court for my/our detention in a mental hospital or prison.

I/We hereby indemnify the Namibia Police Criminal Center, its employees, the Regulatory Authority, its agents and its employees and hold them harmless against any claims by myself/ ourselves or any other person that may arise out of or be connected with such disclosure as well as any legal costs, including attorney and client costs.

First Name and Surname	ID/ Passport Number	Signature	Date

ATTACHMENTS

I/We enclose the following:

1. Non-refundable application fee of N\$ 5 000.00;
2. All additional information as to be provided in the Application form above;
3. Identity documents, including passports and proof residence for each natural person in Part 2;
4. Constitution of the applicant or any document by which the applicant is constituted (if applicable);
5. Certificate of Incorporation from Registrar of Companies (if applicable);
6. Copy of a document showing income tax registration number;
7. A copy of any other registration or licensing certificate (if applicable);
8. Copy of the latest financial statements of the business (if already conducting a virtual asset business) or statement of financial position (if the applicant has not commenced operations);
9. Copy of the applicant's detailed and up to date business plan, inclusive of financial and operational projections, staffing requirements, a description of the products and services offered, target market and technological requirements;
10. Copy of the applicant's written supervisory, internal controls and risk management policies and procedures;
11. Evidence that the applicant has adequate insurance and minimum base capital;
12. organisational structure, including job descriptions for each office bearer; and
13. A schedule of proposed fees for services rendered by the virtual asset business.

Yours faithfully

.....
Authorised signature

GENERAL NOTES:

1. Where an answer or documentation requested above is not known or available it is essential that this be brought to the attention of, and explained to, the Regulatory Authority. Any application not fully completed will be returned to the applicant.
2. Any officer appointed after the approval of a license must within 30 days of such appointment complete and submit PART 2 and PART 7 of this Form to the Regulatory Authority.

FORM 2

LICENCE TO OPERATE A VIRTUAL ASSET SERVICE PROVIDER
(Section 9, Rule 3)

Licence No. Class of Licence

BANK OF NAMIBIA

VIRTUAL ASSETS ACT, 2023 (ACT NO. 10 OF 2023)

LICENCE TO OPERATE AS VIRTUAL ASSET SERVICE PROVIDER

This is to certify that has been duly licensed by Bank of Namibia to
operate as a Virtual Asset Service Provider.

This licence is not transferable and remains the property of the Bank of Namibia.

Dated this day of 20 in Namibia.

Signed:
Governor

FORM 3

LICENCE TO OPERATE AS TOKEN ISSUER
(Section 9, Rule 3)

Licence No.

BANK OF NAMIBIA

VIRTUAL ASSETS ACT, 2023 (ACT NO. 10 OF 2023)

LICENCE TO OPERATE AS TOKEN ISSUER

This is to certify that has been duly licensed by Bank of Namibia to operate as a token issuer.

This licence is not transferable and remains the property of the Bank of Namibia.

Dated this day of 20 in Namibia.

Signed:
Governor

ANNEXURE 2

FEES

SUBJECT	SECTION	FEES N\$
1. Application for licence to operate as virtual assets service provider	Section 8	N\$5000
2. Application for the issuing or transfer of shares, legal interest or beneficial interest in the licence holder	Section 15(4)	N\$5000
3. Application for amendment of business activities	Section 22(2)	N\$5000
4. Application for amendment of conditions of licence	Section 23(2)	N\$5000
5. Amendment of class of virtual tokens	Section 27(3)	N\$5000