



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

Guidance Note on Completing an Application for Authorisation as a Retail Intermediary – A FORM

Under the:

Investment Intermediaries Act 1995 (IIA)

European Union (Insurance Distribution) Regulations 2018 (IDR)

European Union (Consumer Mortgage Credit Agreements) Regulations 2016 (CMCAR)

Consumer Credit Act 1995 (CCA)

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PART 1 – Terms Used in this Guidance Note

Below are descriptions of the terms used in this guidance note (and in the “Application Form for Authorisation as a Retail Intermediary – A FORM”).

Applicant	The person (i.e., the natural or legal person) making an application submission to the Central Bank seeking authorisation as a retail intermediary.
Authorisation	Authorisation or registration, as appropriate in terms of the relevant legislation under which the applicant is seeking authorisation as a retail intermediary.
Application Submission	An application form and <u>all</u> required supporting documentation, including but not limited to, fully completed Individual Questionnaires and Garda Vetting Forms (where relevant).
Application Form	A fully completed and signed “Application Form for Authorisation as a Retail Intermediary – A FORM” including the specific information and documentation requested therein.
Central Bank	The Central Bank of Ireland.
Consumer	<p>“Consumer” means any of the following:</p> <ul style="list-style-type: none"> a) a person or group of persons, but not an incorporated body with an annual turnover in excess of €3 million in the previous financial year (for the avoidance of doubt a group of persons includes partnerships and other unincorporated bodies such as clubs, charities and trusts, not consisting entirely of bodies corporate); or b) incorporated bodies having an annual turnover of €3 million or less in the previous financial year (provided that such body shall not be a member of a group of companies having a combined turnover greater than the said €3 million).
Close Links	"Close Links" means a situation in which two or more natural or legal persons are linked by control or participation, or a situation in which two or more natural or legal persons are permanently linked to one and the same person by a control relationship.
Client Premium Account	This is a segregated bank account where insurance premiums received from clients or premium rebates due to clients are deposited. Separate client premium accounts must be used for life and non-life business.
Deposit Agent	Section 2 of the IIA defines “deposit agent” as meaning any person who holds an appointment in writing from a single credit institution enabling him to receive deposits on behalf of that institution and prohibiting him from acting in a similar capacity on behalf of another credit institution.
Deposit Broker	Section 2 of the IIA defines “deposit broker” as meaning any person who brings together with credit institutions persons seeking to make deposits in return for a fee, commission or other reward.
Participation	“Participation”, in relation to an undertaking, means the ownership, direct or by way of control, of 20% or more of the voting rights or capital of the undertaking.

Important Operational Function An operational function is an “important operational function” if a defect or failure in its performance would materially impair (a) the continuing compliance of the retail intermediary with all applicable legislative or regulatory requirements (b) its financial performance or (c) the soundness or continuity of its retail intermediary services.

Guidance Note

This document – the “Guidance Note on completing the Application Form for Authorisation as a Retail Intermediary – A FORM”.

Investment Advice “Investment Advice” has the meaning specified in Section 2 of the IIA only insofar as it relates to the investment instruments as defined in the [Handbook of Prudential Requirements for Investment Intermediaries](#) and set out in the table of investment instruments in question 5.1.2(a) to (g) in the application form.

Member State “Member State” means Member State of the European Union and, where relevant, includes a contracting party to the Agreement on the European Economic Area signed at Oporto on 2 May 1992 (as adjusted by the Protocol signed at Brussels on 17 March 1993), as amended.

Managing General Agent An MGA includes an entity appointed by an insurance undertaking to manage all or part of the insurance undertaking’s business and /or products in a particular jurisdiction or geographical region, that may conduct functions such as binding the insurance undertaking into contracts, underwriting and pricing, settling claims, and appointing retail agents. *Note: This is a general description of an MGA, the scope of the business it conducts on behalf of the insurance undertaking and the typical functions performed. It is not intended to be definitive. Consequently, the functions included in the general description of an MGA do not constitute an exhaustive list of all functions that an MGA may perform. Equally, not all of the functions included in the general description of an MGA need to be carried out by a firm for it to be considered an MGA.*

Pre-Approval Controlled Function (PCF) Pre-Approval Controlled Function within the meaning of Schedule 2 of the Central Bank Reform Act 2010.

Product Producer Section 2 of the IIA defines “Product Producer” as meaning a firm, institution, collective undertaking or investment company of a kind referred to in Section 26(1A) of the IIA which includes credit institutions, collective undertakings and investment firms. For the purposes of the Handbook of Prudential Requirements for Investment Intermediaries, this also includes investment intermediaries who appoint other investment intermediaries i.e., acting as a Wholesale Broker.

Qualifying Shareholder “Qualifying Shareholder” means a legal or natural person with a direct or indirect holding of shares or other interest in the applicant which represents 10 per cent or more of the capital or of the voting rights, or any direct or indirect holding of less than 10 per cent of the capital or of the voting rights but which makes it possible to control or exercise a significant influence over the management of the applicant in which a holding subsists.

Retail Intermediary An investment intermediary within the meaning of the IIA and/or an insurance intermediary, ancillary insurance intermediary or reinsurance intermediary within the meaning of the IDR and/or a mortgage credit intermediary within the meaning of the CMCAR and/or a mortgage intermediary within the meaning of the CCA.

Tied Mortgage Credit Intermediary A tied mortgage credit intermediary means any mortgage credit intermediary who acts on behalf of, and under the full and unconditional responsibility of only one creditor or only one Group.

Wholesale Broker	A wholesale broker is an intermediary which appoints other intermediaries.
IIA	Investment Intermediaries Act 1995.
IDR	European Union (Insurance Distribution) Regulations 2018.
CMCAR	European Union (Consumer Mortgage Credit Agreements) Regulations 2016.
CCA	Consumer Credit Act 1995.
CRO	Irish Companies Registration Office.
ICCL	Investor Compensation Company DAC.
IQ	Individual Questionnaire.

PART 2 – General Notes

PLEASE NOTE THAT THIS GUIDANCE NOTE SHOULD BE READ IN ITS ENTIRETY BY THE APPLICANT BEFORE IT STARTS TO COMPLETE THE “APPLICATION FORM FOR AUTHORISATION AS A RETAIL INTERMEDIARY – A FORM”. THE APPLICANT SHOULD ALSO REFER TO THIS GUIDANCE NOTE AS THE APPLICATION FORM IS BEING COMPLETED.

1. **The application form should only be completed by an applicant seeking authorisation as a retail intermediary** i.e., to act as:
 - a) an investment intermediary within the meaning of Section 26 of the **IIA**; and/or
 - b) an insurance intermediary, ancillary insurance intermediary or reinsurance intermediary within the meaning of Regulation 2 of the **IDR**; and/or
 - c) a mortgage credit intermediary within the meaning of Regulation 4 of the **CMCAR**; and/or
 - d) a mortgage intermediary within the meaning of Section 2 of the **CCA** (if not applying for authorisation under the **CMCAR**);

and where the applicant satisfies the following criteria. The applicant:

- e) **Does not propose** to have an organisational structure that includes branches, tied insurance intermediaries, IIA tied agents, sub-brokers or agents within 12 months of authorisation;
- f) **Does not propose** to operate as a Managing General Agent (MGA) within 12 months of authorisation;
- g) **Does not propose** to passport its services into other Member States¹ within 12 months of authorisation;
- h) **Does not propose** to act only as a tied insurance intermediary² and/or as a IIA tied agent³ within 12 months of authorisation; and
- i) **Does not propose** to provide services to 2,500 or more consumers based on a projected average of number of consumers in years' 1-3 post authorisation.

The application form is available on the Central Bank's website [here](#).

2. The applicant should not complete the application form until it has read and is familiar with this guidance note and the relevant legislation under which the applicant is seeking authorisation i.e., the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate.
3. This guidance note should also be read in conjunction with any other relevant legislation and regulatory requirements, including but not limited to:
 - the Fitness and Probity Standards (Code issued under Section 50 of the Central Bank Reform Act 2010);
 - the Minimum Competency Code 2017 and the Minimum Competency Regulations 2017;
 - the Consumer Protection Code 2012 (including all Addendums thereto);
 - the Handbook of Prudential Requirements for Investment Intermediaries issued under the IIA (where relevant);

¹ Relevant to applicants seeking authorisation under the IDR and/or the CMCAR.

² "Tied insurance intermediary" means any person who undertakes insurance or reinsurance distribution for and on behalf of one or more insurance or reinsurance undertakings or other intermediaries, in the case of insurance products that are not in competition. If an insurance or reinsurance undertaking or other intermediary wishes to apply to the Central Bank to appoint a tied insurance intermediary under the IDR, it must complete the [Application Form for the Appointment of Tied Insurance Intermediaries, which is available here](#).

³ "IIA tied agent" means a person appointed under Section 25I of the IIA as a tied agent by an investment business firm (referred to herein as an investment intermediary) that meets the criteria of Article 3(1)(a), (b) and (c) of Directive 2014/65/EU. If an investment business firm wishes to apply to the Central Bank to appoint a tied agent under the IIA, it must complete the [Application Form for the Appointment of Tied Agents, which is available here](#).

➤ Anti-Money Laundering & Countering the Financing of Terrorism legislation, as applicable; and ➤ the Application Form for Authorisation as a Retail Intermediary – A FORM.

4. This guidance note provides guidance to applicants in relation to the requirements of the Central Bank when completing the application form. It does not constitute legal advice nor does it seek to interpret relevant legislation or regulatory requirements.
5. The legislative and regulatory requirements referred to in this guidance note are not exhaustive and the applicant should ensure that it is familiar with, and in a position to comply with all the relevant legislative and regulatory requirements applicable to its proposed regulated activities, should it be granted an authorisation by the Central Bank.
6. The Central Bank is the competent authority in Ireland responsible for the authorisation (and supervision) of retail intermediaries pursuant to:
 - Section 8 of the IIA;
 - Regulation 4 of the IDR;
 - Regulation 6 of the CMCAR; and ➤ Section 116 of the CCA.
7. Any queries in respect of this guidance note or the application process should be sent to the Central Bank at RIAuthorisations@centralbank.ie.

PART 3 – Retail Intermediary Legislation

An applicant seeking authorisation as a retail intermediary is responsible for ensuring that it acts within the terms of the relevant legislation. Applicants are advised to review the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate, and to seek independent legal advice if in any doubt as to the scope or application of the relevant legislation to their particular activities.

Investment Intermediary under the IIA

An investment business firm that comes within the meaning of an “*investment intermediary*” (or “*investment intermediaries*”) as defined in the [Handbook of Prudential Requirements for Investment Intermediaries](#) requires authorisation under Section 10 of the IIA. An authorisation granted to an investment intermediary within the meaning of Section 26 of the IIA is limited to the activities and investment instruments set out therein.

An applicant seeking authorisation to act as an investment intermediary within the meaning of Section 26 of the IIA and who satisfies the criteria to use the application form can apply for authorisation using the application form.

It is an offence, under Section 9 of the IIA, for a company registered in the State, or any other person operating in the State, to act as an investment business firm or to hold themselves out to be an investment business firm, in the State or outside the State, unless that person is acting under the terms of a valid authorisation.

Insurance Intermediary / Ancillary Insurance Intermediary / Reinsurance Intermediary under the IDR

An “insurance intermediary” means any person, other than an insurance or reinsurance undertaking or their employees and other than an ancillary insurance intermediary, who, for remuneration, takes up or pursues the activity of insurance distribution.

An “ancillary insurance intermediary” means a person, other than a credit institution or an investment firm as defined in points (1) and (2) of Article 4(1) of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 [OJ No. L 176, 27.06.2013, p. 1] who, for remuneration, takes up or pursues the activity of insurance distribution on an ancillary basis, provided that all the following conditions are met:

- (a) the principal professional activity of that person is other than insurance distribution;
- (b) the person only distributes certain insurance products that are complementary to a good or service; and
- (c) the insurance products concerned do not cover life assurance or liability risks, unless that cover complements the good or service which the intermediary provides as its principal professional activity.

A “reinsurance intermediary” means any person, other than a reinsurance undertaking or its employees, who, for remuneration, takes up or pursues the activity of reinsurance distribution.

The definitions of what constitute “insurance distribution” and “reinsurance distribution” are set out in Regulation 2 of the IDR.

An applicant seeking registration to act as an insurance intermediary, ancillary insurance intermediary or reinsurance intermediary and who satisfies the criteria to use the application form can apply for registration using the application form.

It is an offence, under Regulation 57 of the IDR, for a company registered in the State, or a person operating in the State, to act as an insurance intermediary, ancillary insurance intermediary or reinsurance intermediary or to hold themselves out to be an insurance intermediary, ancillary insurance intermediary or reinsurance intermediary in the State or outside the State, unless that person is acting under the terms of a valid authorisation.

Mortgage Credit Intermediary under the CMCAR

A “mortgage credit intermediary” is a person who is not acting as a creditor, and is not merely introducing, either directly or indirectly, a consumer to a creditor or credit intermediary, and who in the course of his or her trade, business or profession, for remuneration, which may take a pecuniary form or any other agreed form of financial consideration:

- (a) presents or offers credit agreements to consumers;
- (b) assists consumers by undertaking preparatory work or other pre-contractual administration in respect of credit agreements;
- (c) concludes credit agreements with consumers on behalf of a creditor.

An applicant seeking authorisation to act as a mortgage credit intermediary and who satisfies the criteria to use the application form can apply for authorisation using the application form.

A person, other than a person-

- referred to in Regulation 31(13) of the CMCAR, or
- admitted pursuant to Article 29 of the Directive⁴ in another EEA Member State, shall not carry out the credit intermediation activities referred to in the definition of “mortgage credit intermediary” in Regulation 4 of the CMCAR or provide advisory services unless the person is the holder of an authorisation (“mortgage credit intermediary’s authorisation”) granted for that purpose by the Central Bank, and the person holds an appointment in writing from each undertaking for which the person is an intermediary.

Mortgage Intermediary under the CCA

Section 116A of the CCA provides for persons that hold an authorisation under the CMCAR to engage in the business of being a mortgage intermediary without the need for authorisation under the CCA.

A “mortgage intermediary” means a person (other than a mortgage lender or credit institution) who, in return for commission or some other form of consideration –

- (a) arranges, or offers to arrange, for a mortgage lender to provide a consumer with a housing loan, or
- (b) introduces a consumer to an intermediary who arranges, or offers to arrange, for a mortgage lender to provide a consumer with a housing loan.

An applicant seeking authorisation to act a mortgage intermediary and who satisfies the criteria to use the application form can apply for authorisation using the application form.

It is an offence under Section 116 of the CCA for a person to engage in the business of being a mortgage intermediary unless:

- An authorisation has been granted for that purpose by the Central Bank; and
- The person holds at least one letter of appointment from an undertaking/mortgage lender.

⁴ “Directive” means Directive 2014/17/EU of the European Parliament and of the Council of 4 February 2014 on credit agreements for consumers relating to residential immovable property and amending Directives 2008/48/EC and 2013/36/EU and Regulation (EU) No 1093/2010.

PART 4 – Criteria for Assessing Applicants

The information and documentation that must accompany an application for authorisation as a retail intermediary is set out in the application form.

The principal areas assessed by the Central Bank in considering the information and documentation submitted with the application form to seek authorisation as a retail intermediary include:

- Proposed regulated activities;
- Structure and Organisation of the applicant (including substance and 'mind and management' assessment);
 - Fitness and probity of proposed Pre-Approval Controlled Function role holders;
- Governance and staffing;
- Financial information and solvency;
- Professional indemnity insurance (PII);
- Minimum competency requirements;
- Qualifying shareholders; and
- Regulatory Background (where applicable).

The requirements in respect of each of the above areas are set out in the application form.

An authorisation as a retail intermediary will only be granted to persons established in the State.

Each applicant seeking authorisation must satisfy the Central Bank that it can meet the authorisation requirements set out in the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate. In fulfilling its statutory role in this regard, the Central Bank adopts a robust, structured and risk based process that seeks to ensure that only those applicants that demonstrate compliance with the relevant authorisation requirements are authorised.

The Central Bank seeks to process each application as expeditiously as possible while meeting its obligation to operate a rigorous and effective gatekeeper function. It aims to ensure that the application process is facilitative and accessible from the perspective of applicants and, importantly, that applicants have clarity with regard to the process, its requirements and timelines. See [here](#) for more details.

PART 5 – Making an Application Submission

In advance of submitting the information and documentation set out in the application form to seek authorisation as a retail intermediary, the applicant should satisfy itself that:

1. Scope:

- It has considered its proposed business model having regard to the relevant legislation and it has determined that it requires authorisation pursuant to the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate; and
- It has considered the criteria to be satisfied to complete the application form and it has determined that it is appropriate for it to complete the application form.

2. Compliance:

- It can comply with the authorisation requirements set out in the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate; ○ It is capable of complying with the authorisation requirements and legislative, regulatory and supervisory requirements applicable to a retail intermediary on an on-going basis; and
- It has read this guidance note and has taken the information provided therein into consideration when completing the application form.

An applicant should not submit an application for authorisation to the Central Bank where it has not determined, with reasonable certainty, the scope of its proposed activities and its proposed business and operational models. There should be no significant changes made to the application submitted during the course of the application process. Where such significant changes are made, a new application submission may be required or the application may be taken outside the relevant authorisation service standards. The application is expected to represent the proposed activities of the applicant for the first 12 months of operation post authorisation.

Applicants are advised to seek independent legal advice if they are unsure as to whether their proposed activities require authorisation pursuant to the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate, or if they are unsure as to how they should comply with the relevant authorisation requirements and all relevant legislative, regulatory and supervisory requirements on an on-going basis. If, having received and considered such legal advice, applicants have any doubt about their status, they are advised to submit an application for authorisation.

Documentation required to make an Application Submission

An applicant should submit the following documentation, which should be **fully completed**:

1. An [Application Form for Authorisation as a Retail Intermediary – A FORM](#) (including the specific information/documentation set out therein);
2. Individual Questionnaires in respect of all proposed PCF role holders (when requested by the Central Bank to do so); and
3. Vetting Invitation Form (including proof of identity) and Vetting Application Form (where relevant and when requested by the Central Bank to do so).

Summary of Key Stages of the Application Process

1. Having determined that its proposed activities require authorisation by the Central Bank under the IIA and/or IDR and/or CMCAR and/or CCA, as appropriate, the applicant must be in a position to provide definite proposals as to how it will meet the relevant authorisation and regulatory requirements.
2. The applicant must ensure that **all** the information and documentation set out in the application form is submitted. **Where an incomplete application is submitted the applicant will be advised that the application does not contain sufficient material to be progressed to the next stage of the application process.** Upon receipt of a complete submission, the applicant must register for the Central Bank's Portal, where required, to facilitate the submission of IQs via the Portal.

3. The applicant will need to ensure that all relevant individuals proposed to hold a PCF role in the applicant complete Fitness and Probity IQs – more information [here](#). IQs must be submitted electronically via the Central Bank's Portal by all proposed PCF role holders. The applicant must ensure that **all** the information and documentation set out in the IQ is submitted by all proposed PCF role holders in order that fully completed IQs are deemed to have been received.
4. Where the applicant is a Sole Trader or a Company with a single Director, it will be requested to complete Garda Vetting Forms. The Sole Trader or single Director will be required to submit a Vetting Invitation Form (including proof of identity) and a Vetting Application Form. On receipt of a fully completed Vetting Invitation Form (including proof of identity), the applicant will be issued an email with a link inviting it to complete a Vetting Application Form on the Garda eVetting portal. Please see [here](#) and in relevant section of '[Completing and Submitting an Individual Questionnaire](#)' for guidance on the Vetting Invitation Form, the Vetting Application Form and the required certification and proof of identity documents. If the applicant has any queries in respect of the eVetting process it can contact the Regulatory Transactions Division of the Central Bank, see [here](#) for contact details.
5. The Central Bank will assess whether the IQs, Vetting Invitation Form and Vetting Application Form (where relevant) have been fully completed and that acceptable certified proof of identity has been provided. **The application submission will only progress to the assessment phase of the application process where all IQs and Vetting Invitation Form (including proof of identity) and Vetting Application Form (where relevant) have been provided. Where there is a delay or omission in the provision of IQs or Garda Vetting documentation, this will cause a significant delay to the application process.**
6. Where all the required information and documentation has not been provided, the applicant will be informed that the application will not be progressed until the outstanding information and documentation has been received. Any amendments made to the application submission by the applicant during the application process will require an updated signed Declaration to be submitted by the applicant.
7. The Central Bank completes an assessment of the application submission and may issue detailed comments and/or seek additional information for the purposes of assessing and reaching a determination in respect of the application. The applicant is provided with an opportunity to address the comments and requests issued by the Central Bank in a revised application submission. The Central Bank will assess these subsequent application submission(s) and notify the applicant of its assessment and next steps. The applicant is provided with a further opportunity to address any concerns (if any) arising at this stage in the process. The Central Bank will notify the applicant of its decision in respect of the application submission. The Central Bank **will only grant an authorisation to an applicant if it is satisfied that the applicant has demonstrated that it meets the relevant authorisation requirements.**
8. Pursuant to Section 23 of the Central Bank Reform Act 2010, the Central Bank may conduct fitness and probity interviews with proposed PCF role holders within an applicant firm where specific fitness and probity related concerns arise. If a proposed PCF role holder is requested to attend for interview, the application will fall outside the scope of the Central Bank's service standard in respect of the assessment phase of the application process. However, such applications will continue to be progressed in as timely a manner as possible.
9. Further details about the different stages of the application process and the Central Bank's authorisation service standards can be found on the [Central Bank's website](#).

Legislation

10. The Central Bank grants an authorisation to an applicant seeking authorisation to act as a retail intermediary based on the information provided it has provided in its application submission. All applicants granted an authorisation as a retail intermediary are required to operate in accordance with the information provided in support of their application for authorisation, except where this information is updated with the knowledge of the Central Bank.
11. **Information provided to the Central Bank by an applicant in support of its application for authorisation must be accurate and complete. Applicants should note that the IIA, IDR, CMCAR and CCA provide that the**

Central Bank may refuse an application for authorisation if the applicant has failed to satisfy the Central Bank that the applicant is, or will be, able to properly fulfil the obligations imposed by or under the IIA, IDR, CMCAR and CCA or any other designated enactment or designated statutory instrument.

12. Section 10(16) of the IIA provides that *“it shall be an offence for a proposed investment business firm or any other person to apply for authorisation under this section knowingly or recklessly using false or misleading information, or knowingly or recklessly making false or misleading statements, in relation to an application for an authorisation under this section”*.
13. Regulation 13(2)(b) of the IDR provides that the Central Bank *“may withdraw the registration of, and remove from the Register, an insurance, reinsurance or ancillary insurance intermediary where the registration was obtained by means of a false or misleading representation”*.
14. Regulation 30(12) of the CMCAR provides that *“a person shall not wilfully give any information which is false or misleading in respect of an application for an authorisation; a person who contravenes this paragraph or any other provision of this Regulation commits an offence”*.
15. Section 116(6) of the CCA provides that *“a person shall not wilfully give any information which is false or misleading in respect of an application for an authorisation”*.

PART 6 – Application Processing

An electronic copy of the completed application form and all required supporting documentation should be submitted to the Central Bank **via our secure file transfer system** by requesting access from RIAuthorisations@centralbank.ie.

Hard copies of the completed application form and all required supporting documentation **are not required** to be submitted.

Where all key information and documentation has been provided, the applicant must register for the Central Bank's [Portal](#), where required, to facilitate the submission of Individual Questionnaires (IQs) via the Portal. Where the applicant is a sole trader or a company with a single director, a completed Vetting Invitation Form along with acceptable proof of identification (where applicable) should be submitted. Please see [here](#) for guidance on the Vetting Invitation Form, the Vetting Application Form and the required certification and proof of identity documents. If you have any queries on the eVetting process please contact the Regulatory Business Service Division, see [here](#) for contact details.

Further details about the different stages of the application process and the Central Bank's authorisation service standards can be found on the [Central Bank's website](#) and in the relevant sections of '[Completing and Submitting an Individual Questionnaire](#)'.

Any queries in relation to the application form should be sent to RIAuthorisations@centralbank.ie.

PART 7 – Guidance on Completing an Application Form

This section provides guidance to applicants to assist them when answering some of the questions set out in the application form. **The numbering sequence set out in the table below follows that of the questions set out in the application form.**

Applicants should ensure that **ALL** relevant questions set out in the application form are answered succinctly and fully. The application submission should include information relating to the applicant's proposed activities for the first 12 months of the provision of regulated activities.

Question	Guidance
Part 2 of Application Form – Applicability of this Application Form	
2.1	Having assessed the relevant legislation and the scope of the activities the applicant proposes to undertake, the applicant should select the relevant authorisation(s) it requires.
2.1(c)	A mortgage credit intermediary applicant that proposes to act on behalf of, and under the full and unconditional responsibility of only one creditor or only one Group, is considered a tied mortgage credit intermediary. Where the applicant satisfies the criteria for using the application form as set out in Part 2 of the application form, the relevant creditor should complete the application form in addition to the Creditor Declaration Form . When a creditor is completing the application form, all references to the applicant therein should be taken to be to the tied mortgage credit intermediary. The Declaration in Part 8 of the application form should be signed by both the creditor and the tied mortgage credit intermediary (see more details in relation to completing the Declaration in the relevant section below).
2.1(d)	In line with Section 116A of the CCA, an applicant seeking authorisation as a mortgage credit intermediary under the CMCAR that is also seeking to engage in activities falling within the scope of the CCA, does not need to seek a separate authorisation under the CCA. An authorisation granted under the CMCAR will permit the applicant to engage in activities falling within the scope of the CCA without the need to seek a separate authorisation under the CCA. However, if granted an authorisation under the CMCAR, the applicant is required to comply with the regulatory requirements set out in the CCA if it engages in activities falling within the scope of the CCA.
2.2 – 2.7	Where any of questions 2.2-2.7 have been answered 'No', the applicant should <u>not complete</u> the 'Application Form for Authorisation as a Retail Intermediary - A FORM' as the applicant <u>does not satisfy the criteria to do so</u> . The applicant should consider whether it meets the criteria to complete the 'Application Form for Authorisation as a Retail Intermediary - B FORM' which can found here . Any queries in relation to this application form should be sent to RIAuthorisations@centralbank.ie .
2.3	An MGA includes an entity appointed by an insurance undertaking to manage all or part of the insurance undertaking's business and /or products in a particular jurisdiction or geographical region, that may conduct functions such as binding the insurance undertaking into contracts, underwriting and pricing, settling claims, and appointing retail agents. <i>Note: This is a general description of an MGA, the scope of the business it conducts on behalf of the insurance undertaking and the typical functions performed. It is not intended to be definitive. Consequently, the functions included in the general description of an MGA do not constitute an exhaustive list of all functions that an MGA may perform. Equally, not all of the functions included in the general description of an MGA need to be carried out by a firm for it to be considered an MGA.</i>

2.7	If question 2.7 has been answered 'No', the applicant should not complete the application form. If an investment business firm wishes to apply to the Central Bank to appoint a tied agent under the IIA, it must complete the Application Form for the Appointment of Tied Agents . If an insurance or reinsurance undertaking or other intermediary wishes to apply to the Central Bank to appoint a tied insurance intermediary under the IDR, it must complete the Application Form for the Appointment of Tied Insurance Intermediaries .
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Part 3 of Application Form – Applicant Information	
3.1	The legal name must be the applicant's full legal name at the time of making an application submission. For incorporated applicants, this should be the legal name on the applicant's constitutional document(s) and the name registered with the CRO. For partnership applicants, this name should be the names of each of the partners or a name defined in the applicant's Partnership Agreement. For sole trader applicants, this name should be the individual's name.
3.3	The legal status of the applicant should describe the corporate status of the applicant entity which can include the following – Private Company Limited by Shares, Designated Activity Company, Private Company Limited by Guarantee, Unlimited Company, Public Limited Company, Partnership or Sole Trader.
3.4	This name must be the registered trading name(s) that the applicant will use in relation to its regulated and unregulated services. The relevant CRO Business Name Registration Number must also be provided for each trading name.
3.5	<p>An applicant's head office, registered office (where required) and principal place of business must be set out in the application form and, in any event prior to authorisation, and must be located in the State. What constitutes a "head office"/"principal place of business" is a matter to be determined given the particular circumstances of each case. In general, the Central Bank interprets "head office"/"principal place of business" to mean the location of the mind and management of the applicant and the place where the day-to-day decisions about the direction of the applicant's business are taken. While the onus of meeting the statutory requirements and satisfying the Central Bank that adequate and effective control of an applicant rests in Ireland (not abroad) lies with the applicant, some guidance on what the Central Bank would expect to see is set out below.</p> <p>This is not intended to be a 'formula' for meeting the "head office"/"principal place of business" requirement. However, it does provide an indication of what the Central Bank will expect to see in this regard. The Central Bank will expect decision making at Board and Committee level to take place in the State. In addition, to ensure the central management is located within the "head office"/"principal place of business", its functions must include:</p> <ul style="list-style-type: none"> ➤ Financial Control; ➤ Legal and Compliance; and ➤ Risk Management. <p>It follows that there should be a significant senior management presence (within the applicant) in the State to ensure that full authority and effective control of the applicant rests within the "head office"/"principal place of business".</p>
3.6, 3.7	Where the applicant proposes to establish other places of business other than its principal place of business, either on the date of authorisation or within the first 12 months of authorisation, it should provide details of the relevant locations of the other places of business and the activities proposed to be conducted.

3.8, 3.9	Where the applicant intends to establish a website, either on the date of authorisation or within the first 12 months of authorisation, it must ensure it complies with the relevant obligations in relation to regulatory disclosures and segregation of regulated/unregulated activities as set out in the Consumer Protection Code 2012 and the IIA and/or IDR and/or CMCAR and/or CCA (where relevant).
3.10, 3.13	Where the applicant proposes a third party to accept service of correspondence, details of a senior member of the applicant (i.e. director/sole trader/partner/senior manager) must also be provided to also receive such correspondence. The Central Bank will not liaise solely with a third party in

	<p>relation to an application submission. All correspondence in respect of an application submission will be sent by the Central Bank directly to the senior member of the applicant, and where appropriate, to any third party identified by the applicant to accept service of any such correspondence.</p> <p>Applicants should be aware that they remain responsible for any information provided, or the failure to provide information, in respect of an application submission where they engage third parties to complete such tasks.</p> <p>A senior member of the applicant (i.e. director/sole trader/partner/senior manager) must be provided to receive login details for the purposes of submitting IQs in respect of proposed PCF role holders in the applicant via the Portal.</p>
3.11, 3.12	Where the applicant has an existing Portal Administrator, that individual's details should be provided in response to question 3.10. Where there is no active existing Portal Administrator, the applicant should contact onlinereturns@centralbank.ie

Part 4 of Application Form – Applicant Legal Status

Company Applicant

4.1.4(a), (b)	The directors of an incorporated applicant should have assessed whether, based on the applicant's projections, (i) it will be in a positive net asset position as at the date of authorisation, and for the first 12 months of authorisation, and (ii) that it will be in a positive cash flow position during the first 12 months of authorisation. The Central Bank expects all applicants to demonstrate that they have the necessary financial resources in place at authorisation.

Sole Trader Applicant

4.2.2(a), (b)	A sole trader applicant should have assessed whether, based on the applicant's projections, (i) it will be in a positive net asset position as at the date of authorisation, and for the first 12 months of authorisation, and (ii) that it will be in a positive cash flow position during the first 12 months of authorisation. This assessment should include both the sole trader's personal and business finances. The Central Bank expects all applicants to demonstrate that they have the necessary financial resources in place at authorisation.

Partnership Applicant

4.3.3(a), (b)	A partnership applicant should have assessed whether, based on the applicant's projections, (i) it will be in a positive net asset position as at the date of authorisation, and for the first 12 months of authorisation, and (ii) that it will be in a positive cash flow position during the first 12 months of authorisation. This assessment should include both the personal and business finances <u>of each partner</u> . This question <u>must be answered</u> in respect of <u>ALL</u> partners in a partnership applicant. The Central Bank expects all applicants to demonstrate that they have the necessary financial resources in place at authorisation.
4.1.5, 4.2.3, 4.3.4	The applicant should contact RIAuthorisations@centralbank.ie where the financial circumstances of the applicant change to an extent which would render it unable to answer 'Yes' in response to question 4.1.4(a) or (b), 4.2.2(a) or (b), or 4.3.3(a) or (b) during the application process, and should contact Brokers@centralbank.ie where this occurs after authorisation.
Part 5 of Application Form – Authorisation Type	
IIA Application	
5.1.1	An authorisation granted to an investment intermediary within the meaning of Section 26 of the IIA will be limited to the scope of the activities set out therein (i.e., it will be limited to the activities

	set out in the table in question 5.1.1(a) to (d) and the investment instruments set out in the table in question 5.1.2(a) to (g)).
5.1.2	The IDR came into effect on 1 October 2018 and amended the IIA, removing "insurance policies" from the definition of "investment instruments" within the meaning of Section 2 of the IIA. Therefore, insurance undertakings are no longer acceptable product producers for activities falling within the scope of the IIA.
5.1.3	As provided for in Section 27 of the IIA, the applicant is required to have an appointment in place prior to the applicant acting as an intermediary with regard to each relevant product producer.
5.1.4	As provided for in Section 26(1)(c) of the IIA, an investment intermediary is restricted in its ability to hold client funds or securities. It cannot hold client funds or securities in a manner which results in the applicant becoming indebted to a client.
5.1.5	<p>The applicant should ensure that it has assessed the requirements set out in the Handbook of Prudential Requirements for Investment Intermediaries and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that it complies with those requirements on the date of authorisation and on an on-going basis.</p> <p>By answering 'Yes' to this question, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with the relevant requirements referred to where requested to do so by the Central Bank.</p>

5.1.6	<p>The forecasted balance sheets and profit & loss accounts (or income statements) should be created in line with the accounting standards that the applicant proposes to use.</p> <p>The forecasts should include planning assumptions including explanations of the figures and the expected number and type of customers and expected volume of transactions. Notes should explain the basis for figures, and for any line items that contain sub-items, the sub items should be identified. Monthly profit and loss figures should reflect the expected actual timing of income and expenditure.</p> <p>Forecast information should be submitted at an individual applicant level and, where applicable, at consolidated group and sub-consolidated levels. A group of companies is considered to be a company and its one or more subsidiaries.</p>
5.1.7	<p>Human resources should include the identification of the individuals involved and their time commitments related to induction and training activities for staff and senior members of the applicant (i.e. director/sole trader/partner/senior manager) in the first 12 months of authorisation, while the financial resources should describe the monetary input into induction and training activities in the first 12 months of authorisation.</p>
IDR Application	
5.2.1	<p>The applicant should consult Regulation 2 of the IDR to assess and determine whether its proposed activities fall within the scope of an insurance intermediary, ancillary insurance intermediary or reinsurance intermediary.</p>
5.2.2(b)	<p>"insurance-based investment product" means an insurance product which offers a maturity or surrender value, where that maturity or surrender value is wholly or partially exposed, directly or indirectly, to market fluctuations, and does not include the following:</p>
	<ul style="list-style-type: none"> (a) non-life insurance products as listed in Annex I to Directive 2009/138/EC (Classes of nonlife insurance); (b) life insurance contracts where the benefits under the contract are payable only on death or in respect of incapacity due to injury, sickness or disability; (c) pension products which, under national law, are recognised as having the primary purpose of providing the investor with an income in retirement, and which entitle the investor to certain benefits; (d) officially recognised occupational pension schemes falling under the scope of (i) Directive 2003/41/EC of the European Parliament and of the Council of 3 June 2003, or (ii) Directive 2009/138/EC; (e) individual pension products for which a financial contribution from the employer is required by national law and where the employer or the employee has no choice as to the pension product or provider.
5.2.5 - 5.2.6	<p>The Central Bank expects the person identified as being responsible for the insurance or reinsurance distribution business to be a suitably senior person such as a director, sole trader, partner or senior manager and to hold the required experience and expertise to understand the regulatory obligations of the applicant post authorisation. A senior person identified as being responsible for the insurance or reinsurance distribution business that does not hold another PCF role would be expected to hold the Head of Retail Sales PCF-17 role.</p>

5.2.7	The applicant must provide the relevant details for each undertaking with whom the applicant intends to hold an appointment to act as a mortgage credit intermediary.
5.2.8 - 5.2.10, 5.2.13	<p>The applicant should ensure that it has assessed the requirements in the relevant Regulations set out in the IDR, determined the scope of the requirements applicable to its activities and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that the applicant complies with those requirements on the date of authorisation and on an on-going basis.</p> <p>By answering 'Yes' to these questions, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with the relevant requirements referred to where requested to do so by the Central Bank.</p>
5.2.11, 5.2.12	The Central Bank expects applicants to ensure that they take into account the objectives, interests and characteristics of customers in determining the services provided to them and how services are provided, and that the relevant agreements in place reflect the objectives, interests and characteristics of customers. It is also expected that the applicant has appropriate governance arrangements in place to satisfy itself that its product distribution arrangements remain appropriate and up to date.
5.2.14(b)	<p>The applicant should ensure that it has assessed the Premium Handling Requirements and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that the applicant complies with those requirements on the date of authorisation and on an on-going basis.</p> <p>By answering 'Yes' to this question, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a</p>
	<p>position to demonstrate its compliance with the relevant requirements referred to where requested to do so by the Central Bank.</p> <p>An insurance intermediary must lodge money it receives in respect of insurance premiums from clients or insurance premium rebates due to clients to a segregated bank account. Each such account must be in the legal name of the applicant and be clearly designated/named a "Client Premium Account". An insurance intermediary must operate separate client premium accounts in respect of life and non-life business. An insurance intermediary must ensure that all payments from a client premium account clearly state that the payment emanated from a client premium account. An insurance intermediary must ensure that a client premium account is never overdrawn. An insurance intermediary must carry out and retain, on a monthly basis, a detailed reconciliation of amounts due to regulated entities with the balance on each client premium account it operates.</p>
5.2.14(c)	The applicant should ensure that (a) access to the relevant bank account is appropriately controlled, (b) no single person has control/authority over this account, and (c) the signatories on

	the account are suitably senior persons such as a director, sole trader, partner or senior manager within the applicant.
5.2.14(d)	The applicant should ensure that the relevant bank account is in the legal name of the applicant, and that it has been clearly designated/named a Client Premium Account i.e. it clearly references the account as being a Client Premium Account in its name.
CMCAR Application	
5.3.1	<p>The applicant should ensure that it has reviewed the scope of the CMCAR having regard to its proposed activities such that it has determined whether its proposed activities fall within the scope of the activities listed in 5.3.1(a) to (d).</p> <p>If the applicant is intending to act as a mortgage credit intermediary under the full and unconditional responsibility of <u>only one</u> creditor or only one Group (i.e., a tied mortgage credit intermediary), it must be authorised through that creditor. The relevant <u>creditor</u> must submit the application form and the Creditor Declaration Form for the Authorisation of a Mortgage Credit Intermediary Tied to Only One Creditor to the Central Bank. When a creditor is completing the application form, all references to the applicant therein should be taken to be to the tied mortgage credit intermediary. The Declaration in Part 8 of the application form should be signed by both the creditor and the tied mortgage credit intermediary (see more details in relation to completing the Declaration in the relevant section below).</p> <p>If the applicant also intends to act as a mortgage intermediary under the CCA, it will not be required to seek a separate authorisation under the CCA where it receives an authorisation under the CMCAR. Where granted an authorisation under the CMCAR, the applicant is required to comply with the regulatory requirements set out in the CCA if it engages in activities falling within the scope of the CCA.</p>
5.3.3	The applicant must provide the relevant details for each undertaking with whom the applicant intends to hold an appointment to act as a mortgage credit intermediary.
5.3.4, 5.3.5	The applicant is required to have a Letter of Appointment in place prior to the applicant acting as a mortgage credit intermediary with regard to each relevant undertaking. The applicant is required to provide a completed Letter of Appointment (signed by the applicant and the relevant undertaking, but not yet effective) for at least one appointment.
	<p>The Letter of Appointment can include a conditional clause that the applicant can only commence its mortgage credit intermediary activities thereunder on receipt of an authorisation from the Central Bank by the applicant. The applicant cannot undertake any mortgage credit intermediary activities until it has received the relevant authorisation under the CMCAR.</p> <p>A Certificate of Authorisation issued by the Central Bank at authorisation date will only include details of those appointments where the Central Bank has received a completed Letter of Appointment from the applicant.</p>

5.3.6, 5.3.7	The Central Bank expects the person identified as being responsible for the mortgage credit intermediation business to be a suitably senior person such as a director, sole trader, partner or senior manager and to hold the required experience and expertise to understand the regulatory obligations of the applicant post authorisation. A senior person identified as being responsible for the mortgage credit intermediation business that does not hold another PCF role would be expected to hold the Head of Retail Sales PCF-17 role.
CCA Application	
5.4.1	<p>The applicant should ensure that it has reviewed the scope of the CCA having regard to its proposed activities such that it has determined whether its proposed activities fall within the scope of the activities listed in 5.4.1(a) and/or (b).</p> <p>The applicant is <u>not</u> required to seek and obtain a separate authorisation under the CCA if it is seeking and is granted an authorisation under the CMCAR. A CMCAR authorisation will permit the applicant to engage in activities falling within the scope of the CCA. Where granted an authorisation under the CMCAR, the applicant is required to comply with the regulatory requirements set out in the CCA where it engages in activities falling within the scope of the CCA.</p>
5.4.3	The applicant must provide the relevant details for each undertaking with whom the applicant intends to hold an appointment to act as a mortgage intermediary.
5.4.4, 5.4.5	<p>The applicant is required to have a Letter of Appointment in place prior to the applicant acting as a mortgage intermediary with regard to each relevant undertaking.</p> <p>The applicant is required to provide a completed Letter of Appointment (signed by the applicant and the relevant undertaking, but not yet effective) for at least one appointment. The Letter of Appointment can include a conditional clause that the applicant can only commence its mortgage intermediary activities thereunder on receipt of an authorisation from the Central Bank by the applicant. The applicant cannot undertake any mortgage intermediary activities until it has received the relevant authorisation under the CCA.</p> <p>A Certificate of Authorisation issued by the Central Bank at authorisation date will only include details of those appointments where the Central Bank has received a completed Letter of Appointment from the applicant.</p>

Part 6 of Application Form – Business Plan	
6.1.2	<p>The applicant's business plan for the first 12 months after its expected authorisation date should <u>NOT</u> be submitted with the application form, however it must be available on request by the Central Bank.</p> <p>The business plan should set out the applicant's proposed business model (including the key resources and infrastructure - technical or otherwise - to support the business model), proposed activities (types of products and services), estimated client numbers, projected financial position (including details of its profit and loss and balance sheet) and its strategy to grow and develop its business in a manner that ensures that it acts in the best interests of its clients at all times such that conduct and consumer protection issues do not arise.</p>

	<p>By answering 'Yes' to this question, the applicant is confirming that the business plan is clearly documented and has been approved by its board of directors, its partners or the sole trader and is in place at the date of authorisation and that it will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to submit the business plan to the Central Bank if requested to do so.</p>
6.1.3	<p>Clients at authorisation date may be those that the applicant is providing services to under an existing authorisation or those that the applicant expects to be in place at authorisation date arising from e.g. a transfer of a book of business to the applicant.</p> <p>"Consumer" means any of the following:</p> <ul style="list-style-type: none"> a) a <i>person</i> or <i>group of persons</i>, but not an incorporated body with an annual turnover in excess of €3 million in the previous financial year (for the avoidance of doubt a <i>group of persons</i> includes partnerships and other unincorporated bodies such as clubs, charities and trusts, not consisting entirely of bodies corporate); or b) incorporated bodies having an annual turnover of €3 million or less in the previous financial year (provided that such body shall not be a member of a <i>group</i> of companies having a combined turnover greater than the said €3 million). <p>The figures provided should align with the detailed business plan and projections of the applicant. If the applicant intends to undertake regulated activities across all distribution channels should be included.</p> <p>Two figures are required in each cell. For 6.1.3(a), the total number of clients and the number of Irish clients that meet the definition of a consumer is required. For 6.1.3(b), the total number of clients and the number of Irish clients that do meet the definition of a consumer is required.</p>
6.1.4	<p>The current year's figures should represent the year to date. The figures projected for years 1, 2 and 3 should align with the detailed business plan and projections of the applicant.</p>
6.1.7	<p>Applicants are required to confirm that they will be in a position to manage the risk that they might not be in a position to operate within the bandwidth of their financial projections. For example:</p> <ul style="list-style-type: none"> ➤ if the applicant is reliant on a particular client(s); ➤ if there is a risk that the applicant's business might not grow as quickly as projected and that profitability will be impacted; and ➤ if there is a risk that any particular event could impact upon the applicant's viability or its ability to meet its solvency requirement (either long or short term). <p>The Central Bank expects that these risks will be monitored and mitigated by the applicant on an on-going basis. By answering 'Yes' to this question, the applicant is confirming that it will monitor and mitigate these risks on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate that it has done so if requested by the Central Bank to do so.</p>

6.1.8, 6.1.9	<p>Qualified Opinion</p> <p>The auditor shall express a qualified opinion when:</p> <p>(a) The auditor, having obtained sufficient appropriate audit evidence, concludes that misstatements, individually or in the aggregate, are material, but not pervasive, to the financial statements; or</p>
	<p>(b) The auditor is unable to obtain sufficient appropriate audit evidence on which to base the opinion, but the auditor concludes that the possible effects on the financial statements of undetected misstatements, if any, could be material but not pervasive.</p> <p>Adverse Opinion</p> <p>The auditor shall express an adverse opinion when the auditor, having obtained sufficient appropriate audit evidence, concludes that misstatements, individually or in the aggregate, are both material and pervasive to the financial statements.</p> <p>Disclaimer of Opinion</p> <p>The auditor shall disclaim an opinion when the auditor is unable to obtain sufficient appropriate audit evidence on which to base the opinion, and the auditor concludes that the possible effects on the financial statements of undetected misstatements, if any, could be both material and pervasive.</p> <p>The auditor shall disclaim an opinion when, in extremely rare circumstances involving multiple uncertainties, the auditor concludes that, notwithstanding having obtained sufficient appropriate audit evidence regarding each of the individual uncertainties, it is not possible to form an opinion on the financial statements due to the potential interaction of the uncertainties and their possible cumulative effect on the financial statements.</p>
6.1.10	<p>The applicant's accounting year-end date will determine the date when its annual reporting to the Central Bank is due, if authorised, therefore the applicant must ensure this date is accurate and that the Central Bank is informed in a timely manner should this date change in the future.</p>
6.2.2	<p>The applicant should provide a clear description of the unregulated activities it is proposing to undertake or is currently undertaking (which do not fall within the scope of the IIA/IDR/CMCAR/CCA or any other financial services legislation falling within the regulatory remit of the Central Bank or another regulatory authority), including details of the products/services, the resourcing in place to support the provision of these activities, and the nature and scale of these activities.</p> <p>The applicant should also provide a clear description of the regulated activities it is proposing to undertake or is currently undertaking (which do not fall within the scope of the IIA/IDR/CMCAR/CCA but within the scope of other financial services legislation falling within the regulatory remit of the Central Bank or another regulatory authority), identifying the relevant legislation, details of the products/services, the resourcing in place to support the provision of these activities, and the nature and scale of these activities.</p>
Part 7 of Application Form – Programme of Operations	

7.1.1, 7.1.6	<p>The Central Bank expects all applicants to have adequate and sufficient governance and staff resourcing arrangements in place, that appropriately reflect the nature, scale and complexity of their activities, to demonstrate that adequate and effective control of the applicant rests in the State (i.e., the substance and mind and management of the applicant is located in the State and day to day decisions in respect of the applicant’s business are made in the State) and the applicant is capable of being effectively supervised by the Central Bank.</p> <p>While the onus of meeting the statutory requirements and satisfying the Central Bank that adequate and effective control of an applicant rests in Ireland (not abroad) lies with the applicant, some guidance on what the Central Bank would expect to see is set out in 3.5 above.</p> <p>As set out in that section, the Central Bank will expect decision making at Board and Committee level to take place in the State. In addition, to ensure the central management is located within the “head office”/“principal place of business”, its functions must include:</p> <ul style="list-style-type: none"> ➤ Financial Control; ➤ Legal and Compliance; and
	<ul style="list-style-type: none"> ➤ Risk Management. <p>It follows that there should be a significant senior management presence (within the applicant) in the State to ensure that full authority and effective control of the applicant rests within the “head office”/“principal place of business”.</p> <p>The Central Bank requires that applicants propose an adequate and sufficient level of governance and staff resourcing arrangements that appropriately reflect the nature, scale and complexity of their proposed activities within the first 12 months of authorisation. In practice, if an applicant expects to reach a significant scale in the first 12 months of operation, for example €1m revenue or provision of services to 2,000 consumers, its proposed governance and staff resourcing arrangements should appropriately reflect that scale of business. This may be addressed by having multiple executive directors, a balance of executive and non-executive directors, independent directors, additional senior management and PCF level resources and/or other appropriate governance structures.</p> <p>The Central Bank requires that the governance and staff resource arrangements are kept under review on an on-going basis such that the applicant is satisfied that they continue to reflect the nature, scale and complexity of the business (i.e. as the business grows it is expected that the applicant will review and enhance the governance and staff resourcing arrangements accordingly).</p> <p>The applicant should ensure that it has assessed the adequacy of its proposed governance and staff resourcing arrangements, having regard to its nature, scale and complexity, and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that it complies with its legal and regulatory obligations on the date of authorisation and on an on-going basis.</p> <p>By answering ‘Yes’ to these questions, the applicant is confirming that the relevant governance and staff resourcing arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis to reflect changes to the nature, scale and complexity of the business. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with the relevant requirements referred to where requested to do so by the Central Bank.</p>

7.1.2, 7.1.3	A calculation of full-time equivalents (FTE) requires that staff and executive directors dedicated to the regulated business full-time equate to 1 FTE. Part-time staff and executive directors are assessed with regard to the portion of the time they dedicate to the applicant's regulated business from the approximate number of working days each year i.e. if a member of staff will be dedicated to the regulated business for 50% of the working days each year (estimate 220 working days each year) they should be represented as 0.5 FTE in the calculation of the applicant's FTEs.
7.1.6	The Central Bank expects the Board (or other equivalent governance forums for non-corporates) of applicants to typically meet at least quarterly, to have a quorum of the majority of directors (or equivalent for non-corporates), and to have a clear and documented agenda for all governance meetings, which at a minimum should include key items relating to the functioning of the applicant's business covering areas such as governance, compliance (including conduct and consumer protection risk), finance and operational matters.
7.1.7	A clear record of Board meetings (or other similar governance forums for non-corporates) held by the applicant should be maintained in a durable format and should clearly describe the discussions held by and the decisions made by the Board (or other equivalent governance forums for noncorporates).
7.1.8	The applicant should consult the list of PCFs here to assess and determine what PCF roles individuals will be holding in the applicant and should also review and familiarise themselves with

	<p>the Fitness and Probity Standards applying to those PCF roles. The applicant should ensure that this assessment is robustly completed as delays in identifying PCF role holders or the selection of incorrect PCF roles will substantially delay applications or mean that the application is taken outside the relevant service standards.</p> <p>Where the applicant is unsure as to whether it should apply for a particular PCF role, it should seek independent legal advice. If, having received and considered such legal advice, the applicant is still unsure, it is advised to submit an IQ via the Portal for the relevant PCF role.</p> <p>Applicants are responsible for ensuring that staff performing Pre-Approval Controlled Functions are pre-approved by the Central Bank and meet the Fitness and Probity Standards both on appointment to such functions and on an on-going basis. Applicants are also responsible for ensuring that staff performing Controlled Functions meet the Fitness and Probity Standards both on appointment to such functions and on an on-going basis.</p>

7.1.9	<p>All persons proposing to hold PCF roles in the applicant must submit an IQ which is accessible via the Central Bank's Portal (the Portal). Users can register for the Portal via the Central Bank website.</p> <p>The applicant must register for the Portal and set up a password and second factor authentication to gain access. Guidance on how to register for the Portal can be found here. If the applicant has any queries regarding the Portal please contact RBSD at onlinereturns@centralbank.ie or on (01) 2244545. Please contact Fitnessandprobity@centralbank.ie or on (01) 224 5333 for queries relating to the IQ.</p> <p>Where the applicant already has an existing Portal Administrator, the name of that individual should be provided in response to question 3.10 b). Where there is no existing Portal Administrator, the applicant should contact onlinereturns@centralbank.ie.</p> <p>To ensure that applications can be decided upon in a timely manner, the applicant must ensure that any queries received regarding the information provided in IQs are responded to comprehensively and in a timely manner. Individuals required to complete IQs should ensure that the referees they have provided are prepared to provide references in a timely manner.</p>
7.1.12, 7.1.13	<p>The applicant should identify anyone in a position to exert significant influence over the applicant or the management of the applicant. This may include shareholders, advisors or financiers.</p> <p>Those in a position to exercise a significant influence over the applicant or the management of the applicant may be acting in concert with other parties. Where this arises, details (i.e., identity of those parties, their relationship to the applicant, the nature of their influence) must be provided.</p>
7.2.1	<p>The Minimum Competency Code 2017 (MCC) specifies certain minimum competencies that persons falling within the scope of this Code must comply with when performing certain controlled functions. The Minimum Competency Regulations 2017 (MCR), associated with the MCC, impose certain obligations on regulated firms under Section 48 of the Central Bank (Supervision and Enforcements) Act 2013.</p> <p>The applicant should ensure that it has assessed the requirements set out in the MCC and MCR and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that it complies with those requirements on the date of authorisation and on an on-going basis.</p> <p>By answering 'Yes' to this question, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a</p>
	<p>position to demonstrate its compliance with the relevant requirements of the MCC and MCR where requested to do so by the Central Bank.</p>

7.2.2 - 7.2.5	<p>It is expected that applicants (apart from applicants engaging in execution only activities and reinsurance distribution under the IDR) will have individuals engaging in the activities set out below and therefore the names and roles of these individuals should be provided:</p> <ul style="list-style-type: none"> • providing advice or information to consumers on retail financial products or arranging or offering to arrange retail financial products for consumers, including any amendments to insurance cover; and • engaging in acting for or on behalf of the applicant in the direct management or supervision of those persons who will act for or on behalf of the applicant in providing advice or information to consumers about retail financial products or who will arrange or offer to arrange retail financial products for consumers or who will carry out one or more specified functions.
7.2.6	<p>It is expected that applicants will have individuals engaging in the activities set out below and therefore the names and roles of these individuals should be provided:</p> <p>□ adjudicating on any complaint communicated to the applicant by a consumer which relates to:</p> <ul style="list-style-type: none"> ○ advice or information about a retail financial product provided to that consumer; or ○ the arranging or the offering to arrange of a retail financial product for that consumer; or ○ assisting consumers in the making of a claim under contracts of insurance; or ○ determining the outcome of claims by consumers arising under contracts of insurance.
7.2.7(a), 7.2.7(b)	<p>The applicant may have individuals engaging in the activities set out below. Where this is the case, their names and roles should be provided:</p> <ul style="list-style-type: none"> • assisting consumers in the making of a claim under contracts of insurance; and • determining the outcome of claims by consumers arising under contracts of insurance <p>As per question 7.2.1 of the application form, the applicant should ensure it is aware of the requirements under the MCC and MCR in relation to these individuals.</p>
7.3.1 - 7.3.5	<p>A Professional Indemnity Insurance (PII) policy, associated schedules and evidence of payment will be requested at the Notification of Assessment phase of the application process. The applicant is not required to put this policy in place until that time, when requested to do so by the Central Bank. The applicant may wish to seek a PII quote during the application process to ensure that there is no delay in the granting of an authorisation where the assessment of its application submission is favourable. The applicant should also review the Guidance for Retail Intermediaries on the Requirement to hold Professional Indemnity Insurance Cover.</p> <p>The applicant must ensure that it has carefully read the PII policy document (and any schedules and endorsements thereto) submitted such that it is satisfied that it clearly meets the requirements of questions 7.3.2 and/or 7.3.3 and/or 7.3.4, as appropriate and applicable. Such documents will be rejected where the following are not set out clearly:</p> <ul style="list-style-type: none"> • The correct regulated activity and relevant legislation covered (e.g., “investment advice/investment business services under the Investment Intermediaries Act 1995”); • The correct per claim and aggregate limits, where relevant; • The correct legal name of the applicant; and • Ring-fencing of per claim and aggregate limits for regulated activities of the applicant in Group policies, where aggregate and per claim limits apply.

	<p>Where the applicant has any doubts as to whether the document satisfies the Central Bank's requirements, it should contact the Retail Intermediaries Authorisations Team at RIAuthorisations@centralbank.ie. Where the applicant is the policy holder, the policy should be in the legal name of the applicant and not in a trading name. If the applicant intends to be covered by a Group PII policy, the policy may be in the name of a Group entity but should clearly identify the applicant as being covered by the policy and should also set out how the relevant limits are ring-fenced in respect of the applicant.</p> <p>Any retroactive date included on a policy must reflect the required uninterrupted PII cover that relates to the applicant's activities or relevant books of business that have been purchased.</p>
7.3.6	<p>The applicant should have assessed the financial resources it will maintain in respect of potential excess payments required. When deciding upon an appropriate excess level the applicant should ensure this is aligned with its expected financial position. The excess chosen should also be for an amount such that the applicant's financial resources are sufficient to pay the excess for multiple claims.</p> <p>Where a Group policy cannot meet the relevant requirements, the applicant should put in place a standalone PII policy solely for the applicant as this may prevent any delays in the application process where revisions to Group policies are required.</p>
7.3.7	<p>Where claims have been made in the last three years or where matters have arisen in the last three years that would fall within the scope of PII policy cover but have been addressed via other means, the applicant must provide details.</p>
7.4.1, 7.4.2	<p>The Central Bank expects all applicants to have adequate and sufficient resources (reflecting the nature, scale and complexity of their activities) with appropriate compliance expertise in place to review and assess the applicant's compliance risks and to monitor the adequacy and effectiveness of its compliance monitoring processes and its on-going compliance with its legal and regulatory obligations.</p> <p>The applicant should ensure that it has clearly documented processes and procedures in place to guide its periodic assessment of its compliance with its legal and regulatory obligations. The applicant should ensure that it maintains appropriate records in respect of its compliance monitoring activities including the findings/outcomes of those activities and the steps taken to address those findings/outcomes. Any breaches of legal or regulatory requirements identified should be notified to the Central Bank.</p> <p>The applicant should ensure that it has assessed the adequacy of its compliance related resources and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that it complies with its legal and regulatory obligations on the date of authorisation and on an on-going basis</p> <p>By answering 'Yes' to these questions, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with its legal and regulatory obligations where requested to do so by the Central Bank.</p>

7.4.3	The applicant should identify and describe the relevant individual's skills and expertise relevant to managing the compliance obligations of the applicant post authorisation.

7.4.4 - 7.4.7	<p>The applicant should ensure that it has assessed the F&P Standards, CPC and the Anti-Money Laundering and Counter Terrorist Financing legislation and determined the appropriate governance arrangements and internal systems, controls and procedures to put in place to ensure that the applicant complies with those requirements on the date of authorisation and on an ongoing basis.</p> <p>By answering 'Yes' to these questions, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with the relevant requirements of the F&P Standards, CPC and Anti-Money Laundering and Counter Terrorist Financing legislation (where applicable) where requested to do so by the Central Bank.</p>
7.5.1	<p>The applicant should ensure that it has clearly identified and assessed all direct and indirect qualifying shareholders. Where the applicant is part of a Group, or where there is a chain of ownership, which may include, for example, multiple trading and holding companies, trusts and nominee companies, the applicant must ensure that it has determined all relevant qualifying shareholders. Natural persons who have a qualifying holding in a chain of ownership or have a qualifying holding at the top layer of ownership should also be identified. The applicant should ensure it has taken reasonable steps to satisfy itself with regard to the information provided in response to this question.</p> <p>A qualifying holding is a direct or indirect holding of shares or other interest in the applicant which represents 10 per cent or more of the capital or of the voting rights, or any direct or indirect holding of less than 10 per cent of the capital or of the voting rights but which makes it possible to control or exercise a significant influence over the management of the applicant in which a holding subsists.</p> <p>Where any potential or actual qualifying shareholders cannot be identified or have not been identified this should be clearly detailed in the application submission.</p>
7.5.2 - 7.5.9	<p>The applicant must take reasonable steps to confirm the information required in respect of those qualifying shareholders. This may include seeking information and documentation from those qualifying shareholders.</p> <p>Where the applicant is not in a position to make an entirely positive confirmation in relation to questions 7.5.2(a)-(r), 7.5.4(a)-(w), 7.5.6(a)-(c) or 7.5.8 it should not do so and should provide relevant details in response to questions 7.5.3, 7.5.5, 7.5.7 or 7.5.9 as required.</p>

7.6.1	<p>“Close links” means a situation in which two or more natural or legal persons are linked by control or participation, or a situation in which two or more natural or legal persons are permanently linked to one and the same person by a control relationship.</p> <p>“Control” means the relationship between a parent undertaking and a subsidiary undertaking, as set out in Article 1 of Directive 83/349/EEC, or a similar relationship between any natural or legal person and an undertaking.</p> <p>“Participation” in relation to an undertaking, means the ownership, direct or by way of control, of 20% or more of the voting rights or capital of the undertaking.</p>

7.6.3	<p>Another entity may have a legal arrangement in place with the applicant where the applicant is operating as its agent. Where this is the case or the applicant is unsure as to whether an arrangement is an agency relationship, it should provide details in response to question 7.6.4. Appointments from product producers are not considered agency relationships in the context of this question.</p>
7.7.2	<p>Where an applicant proposes to outsource any important operational function(s), the applicant should ensure that it has assessed and is satisfied that it meets the requirements set out in items 7.7.2(a)-(k) in respect of each important operational function it proposes to outsource.</p> <p>By answering ‘Yes’ to this question, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with the requirements set out in 7.7.2(a)-(k) where requested to do so by the Central Bank.</p> <p>The Central Bank considers outsourcing to be an arrangement of any form between an applicant and a service provider by which that service provider performs a process, a service or an activity on behalf of the applicant which could otherwise be considered would be undertaken by the applicant itself.</p> <p>Where an applicant engages in outsourcing, that outsourcing should not detract from the applicant being in a position to demonstrate that its ‘mind and management’ is located in the applicant and should not result in the applicant delegating responsibility for the operation or management of key functions to a third party i.e. the applicant remains wholly responsible for any activities outsourced to a third party service provider.</p> <p><u>An operational function is an “important operational function” if a defect or failure in its performance would materially impair (a) the continuing compliance of the applicant with all applicable legislative or regulatory requirements (b) its financial performance or (c) the soundness or continuity of its retail intermediary services.</u></p> <p><u>Examples of important operational functions include IT systems and operations (including CRM systems and websites relating to regulatory activities), Internal Audit, Risk Management and Compliance.</u></p>

7.8.1, 7.8.2	<p>The applicant should ensure that it has appropriate policies, procedures and controls related to key areas such as the IT control environment, access controls, change management, disaster recovery and physical security. The applicant should also ensure that it has appropriate governance arrangements to oversee and review the relevant IT policies and procedures.</p> <p>Where the applicant maintains a website it must ensure that it is continuously in control of the content of the website irrespective of any access or control granted to third party service providers.</p> <p>The applicant should ensure that it has clearly documented processes and procedures to ensure that IT systems operate appropriately, are available as required and that the security, integrity and confidentiality of data is maintained.</p> <p>By answering 'Yes' to these questions, the applicant is confirming that the relevant governance arrangements and internal systems, controls and procedures are clearly documented and in place at the date of authorisation and that they will be reviewed, maintained and updated as required</p>
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	on an on-going basis. The applicant must maintain documentary evidence such that it is in a position to demonstrate its compliance with the relevant requirements (where applicable).
7.9.1-16, 7.9.18(a)-(f)	<p>The applicant should ensure that it takes reasonable steps to ensure that the responses to these questions are responded to accurately and completely.</p> <p>The applicant should ensure that it carefully reads each question and that it is clear as to the basis on which it is answering 'Yes' or 'No'. The applicant should ensure that it has taken reasonable steps to determine whether to answer 'Yes' or 'No'. Where the applicant is unsure as to whether to answer 'Yes' or 'No', it should select what it considers is the correct response and outline in a cover letter accompanying the submission of the application form the rationale for its uncertainty and the rationale for the answer provided.</p>
7.9.17, 7.9.19	Where the applicant has answered 'Yes' to any questions in Section 7.9, it must provide further details explaining the basis for answering 'Yes'.
7.10.2	The scope of this question relates to the period of time during which the applicant was previously authorised by the Central Bank or the period where the relevant person was a director, partner, sole trader or PCF role holder in an entity authorised by the Central Bank. Where any contributions in relation to the Industry Funding Levy remain outstanding, these should be discharged in full prior to submission of an application submission.
7.11.1	<p>If the applicant is applying for an authorisation as an investment intermediary under the IIA or as an insurance intermediary under the IDR and is granted the relevant authorisation, the applicant will be legally obliged under the Investor Compensation Act 1998 to make an annual contribution to the Investor Compensation Scheme.</p> <p>If the applicant is applying for an authorisation as an ancillary insurance intermediary or reinsurance intermediary under the IDR or is applying for authorisation under the CMCAR or CCA and is granted the relevant authorisation, the applicant will not currently be required to make a contribution to the Investor Compensation Scheme.</p>

7.11.3	The scope of this question relates to the period of time during which the applicant was previously authorised by the Central Bank or the period where the relevant person was a director, partner, sole trader or PCF role holder in an entity authorised by the Central Bank. Where any contributions to the Investor Compensation Scheme remain outstanding, these should be discharged in full prior to submission of an application submission.
Part 8 of Application Form – Declaration	
Declaration	
<p>The Declaration is an important part of the application form. The applicant should ensure that it has fully reviewed the application form and understands the statements that it is agreeing to with regard to the information provided therein prior to signing the Declaration. The applicant should carefully read the Declaration before completing and signing the Declaration.</p> <p>Having considered its proposed activities, the applicant should select the relevant legislation under which it is seeking authorisation. The applicant should select ‘Yes’ or ‘No’ as is relevant in relation to the legislation under which the applicant is seeking authorisation. Failure to select the relevant legislation may cause the application to be rejected or a delay in the application process.</p> <p>Text in brackets such as [<i>Insert Applicant’s legal name</i>], [<i>I/We</i>], [<i>I am/We are</i>], [<i>myself/ourselves</i>] must be amended to insert the relevant text, including the relevant legal name, or select from the options provided therein. For text options such as “[<i>I/We</i>]” and “[<i>I am/We are</i>]”, the applicant should amend accordingly selecting “I” and “I am” where a sole trader or single director company applicant and “We” and “We are” where a partnership or company applicant with partners or multiple directors.</p> <p>The Declaration must be signed by the sole trader in the case of a sole trader applicant, by two directors in the case of a company applicant (or by the sole director in the case of a single director company applicant), and by two partners in the case of a partnership applicant.</p> <p>A tied mortgage credit intermediary applicant must have a representative of both the creditor and the tied mortgage credit intermediary sign the declaration. Where the creditor or tied mortgage credit intermediary is a sole trader the declaration must be signed by the sole trader, where the creditor or tied mortgage credit intermediary is a company the declaration must be signed by a director and where the creditor or tied mortgage intermediary is a partnership the declaration must be signed by a partner.</p>	

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