

Fit & Proper Assessment of Board of Directors

- The persons who are applying as Board Director of a regulated entity shall be required to disclose information for the purpose of fit and proper assessment.
- The following minimum supporting documents given should be submitted by the candidate for the position of Board Director with the Fit and Proper Declaration Form:
 - ✓ **Curriculum Vitae (CV)**
 - ✓ **Copy of CID (passport for non-Bhutanese)**
 - ✓ **Latest CIB report**
 - ✓ **Latest Security Clearance**
 - ✓ **Latest Audit Clearance for relevant individuals**

All interested candidates are requested to submit the Fit and Proper Declaration Form along with the minimum supporting documents (*original copies*) within 07.04.2022 to;

*Ms. Yanchen Delkar
Compliance Officer, Corporate Office
Bhutan National Bank Ltd
Ext: 1012*

The Fit and Proper Form can be downloaded from the banks website at www.bnb.bt

Incomplete submissions will not be considered for shortlisting purposes.

MANAGEMENT

FORM 1: FIT AND PROPER DECLARATION FORM (FOR BOARD OF DIRECTOR CANDIDATE)

The purpose of the Fit and Proper Test is to determine whether the candidate would be fit for appointment as a non-executive or an independent director to the Board. Upon fulfillment of the Fit and Proper assessment, the RMA shall issue **No Objection Letter** indicating that it has no objection to the appointment of the candidate and shall not mean that RMA approves the appointment.

The candidate for the Board of Director of the regulated entity shall complete the following information:

Name of the Regulated Entity:..... _

1. Personal Details

Name: _____

Date of Birth: _____

CID No./Passport no. (Non-Bhutanese) _____

Present Address: _____

Contacts: Mobile No. _____

Email: _____

Details of spouse (if married), children and other dependents:

Name	Relationship	CID No.	DoB
Please add rows as required			

2. Employment History

Organization/ Business (start from the most recent employment)	Position held	From	To
Please add rows as required			

3. Education

University/Institute	Major field of study	Degree/Certificate	Year of completion
Please add rows as required			

4. Past Directorship (Please mention if you have served as Board member in the entities regulated by RMA)

Institution	Position (as a CEO/Ordinary Director/ Independent Director)	From (dd/mm/yy)	To (dd/mm/yy)
Please add rows as required			

5. Expertise and experience (please list the expertise or the experience that can bring value to the entity concerned as a board director).

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6. Category of appointment (please tick the relevant box):

Non-Executive Director	
Independent Director	

7. Type of appointment (*please tick the relevant box*):

New appointment	
Reappointment	

- i. If you are nominated for reappointment in the same regulated entity after serving two consecutive terms, have you completed a cooling period of one year? Yes____ No____ NA____
- ii. If you have previously served as a Board Director in another regulated entity, have you completed a cooling period of six months? Yes____ No____ NA____

8. Are you currently serving as Board Director in another regulated entity of the RMA/other companies Yes____ No____

If you have selected *Yes* above, please list the entity/company:

- i.
- ii.....
- iii

9. Are you an employee of another regulated entity of the RMA? Yes____ No____

10. Is any family member a related party as defined in Prudential Regulations to the concern entity? Yes____ No____

11. Is there any family member or your associate (partner, employee, director) in the Board of the regulated entity where you are nominated? Yes____ No____

12. Are you employed in any professional capacity, or have business connections with the concerned regulated entity? Yes____ No____

13. Do you have NPL for the past one year ? Yes____ No____ (please attached a copy of CIB report)

14. Have you been convicted in the court of law for criminal offence or had issues with ethical conduct in the past? Yes____ No____ (please attached a copy of security clearance)

15. Confirmation of independence (to be completed only by an applicant nominated as an independent director)

- i. Do you own shares exceeding 2% of the total shareholding in the regulated entity concerned? Yes____ No____
- ii. Does your spouse own shares exceeding 2% of the total shareholding in the regulated entity concerned? Yes____ No____
- iii. Do you have loan exceeding 1% of the capital fund in the regulated entity concerned? Yes____ No____
- iv. Are you employed by a company that has shareholding in that regulated entity or vice versa? Yes____ No____
- v. Are you employed by the regulated entity concerned? Yes____ No____
- vi. Do you have members of your family in the senior management position in the regulated entity concerned? Yes____ No____
- vii. Are you affiliated with a significant customer or supplier of the regulated entity concerned or related parties? Yes____ No____
- viii. Are you affiliated with a non-profit organization that receives significant funding from the regulated entity concerned? Yes____ No____
- ix. Have you previously served as an independent director of regulated entity concerned? Yes____ No____

16. Declaration of business interests (to be completed by all nominees)

Please provide the list of business interests that you have.

- i.
- ii.....
- iii

16.1 Does the candidate's business interests give rise to a conflict of interest? Yes____ No____

17. Declaration of Honesty, Integrity and Reputation

- i. Have you been refused the right or restricted in its or his right to carry on any trade, business or profession for which a specific license registration or other authorization is required by law in any jurisdiction? Yes____ No____
- ii. Have you been issued a prohibition order under any Act administered by the Authority or has been prohibited from operating in any jurisdiction by any financial services regulatory authority? Yes____ No____
- iii. Have you been censured, disciplined, suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of market or clearing facility, any professional body or government agency, whether in Bhutan or elsewhere? Yes____ No____
- iv. Have you been the subject of any complaint made reasonably and in good faith, in the determination of the Authority, relating to activities that are regulated by authority or under any law in any jurisdiction? Yes____ No____
- v. Have you been the subject of any proceedings of a disciplinary or criminal nature or has-been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any law in any jurisdiction? Yes____ No____
- vi. Have you been convicted of any offence, or is being subject to any pending proceedings which may lead to such a conviction, under any law in any jurisdiction? Yes____ No____
- vii. Have you had any judgment associated with a finding of fraud, misrepresentation dishonesty entered against the relevant person in any civil proceedings or is a party to any pending proceedings which may lead to such a judgment, under any law in any jurisdiction? Yes____ No____
- viii. Have you accepted civil liability for fraud or misrepresentation under any law in any jurisdiction? Yes____ No____
- ix. Have you had any civil penalty enforcement action taken against it or him by Authority or any other regulatory authority under any law in any jurisdiction? Yes____No____
- x. Have you contravened or abetted another person in breach of any laws or regulations whether in Bhutan or elsewhere? Yes____ No____
- xi. Have you been the subject of any investigations or disciplinary proceedings or been issued a warning or reprimand by Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Bhutan or elsewhere? Yes____ No____
- xii. Have you demonstrated an unwillingness to comply with any legal or regulatory requirement or to uphold any professional standard, whether in Bhutan or elsewhere? Yes____ No____
- xiii. Have you been untruthful or provided false or misleading information to Authority or been uncooperative in any dealings with the Authority or any other regulatory authority in any jurisdiction? Yes____No____
- xiv. Are you or have you been a director, partner, significant owner or concerned in the management of a business that has been censured, disciplined, prosecuted or convicted of a criminal offence,

or been the subject of any disciplinary or criminal investigation or proceeding, in Bhutan or elsewhere, in relation to any matter that took place while the person was a director, partner, significant owner or concerned in the management of the business? Yes____ No____

- xv. Are you or have you been a director, partner, significant owner or concerned in the management of a business that has been suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of market or clearing facility, any government agency, whether in Bhutan or elsewhere? Yes____ No____
- xvi. Have you been a director, partner, significant owner or concerned in the management of a business that has gone into insolvency, liquidation or administration during the period when, or within a period of one year after, the candidate was a director, partner, significant owner or concerned in the management of the business, whether in Bhutan or elsewhere? Yes____ No____
- xvii. Have you been dismissed or asked to resign from: (i) office ;(ii) employment ;(iii) a position of trust; or, (iv) a fiduciary appointment or similar position, whether in Bhutan or elsewhere? Yes____ No____
- xviii. Have you been disqualified from acting as a director or disqualified from acting in managerial capacity whether in Bhutan or elsewhere? Yes____ No____
- xix. Have you been an officer found liable for an offence committed by a body corporate because of the offence having proved to have been committed with the consent or connivance of, or neglect attributable to, the officer, whether in Bhutan or elsewhere? Yes____ No____

DECLARATION

I hereby declare and certify:

1. That the information given in this form is true, correct and complete to the best of my knowledge, ability and belief.
2. That I am cognizant it is an offence under Section 138 of the Financial Services Act of Bhutan 2011 to provide false or misleading information to the Royal Monetary Authority.
- 3. That I shall be liable for removal as the Board Director and shall be liable for other actions by the Royal Monetary Authority, if I have concealed material information during the declaration.**
4. That I undertake that as long as I continue to be a Director, I shall notify the Royal Monetary Authority of any material change in the information.
5. That I pledge that as long as I continue to be a Director of the regulated entity, I shall not violate any by-laws and laws of the country.

Signed

(Affix legal Stamp)

Name

Date

Form of Proxy

BHUTAN NATIONAL BANK LIMITED

I _____, of
_____ (Address), being a shareholder of
BHUTAN NATIONAL BANK LIMITED hereby appoint Mr./Mrs./Ms.
_____ (Name) of
_____ (Address.) as my proxy to attend and
vote on my behalf at the annual general meeting of the company to be held on
the 29th of April 2022 and at any adjournment thereof.

I hold _____ shares in the company.

Signed this.....year.....month.....day.

Name & Signature of shareholder

CID Number

FORM A: Nomination Form

To,
The Managing Director/Company Secretary
Bhutan National Bank Ltd, Thimphu

I/We nominate the following person(s) for election of directors

• Name of candidate	:	_____
• Candidate' mailing address	:	_____
• Tel	:	_____
• Email	:	_____
• Citizen Identity card number	:	_____

Nominated by: A) Royal Government of Bhutan B) Board C) Shareholders

Sl	Full Name of Shareholder(s)*	Address	ID Card	Signature
1				
2				
3				
4				
5				

Place :

Date :