

Application Form for a Change
of Service Provider for a Qualifying Investor AIF

September 2023

**Instructions Paper**

Qualifying Investor AIF (QIAIF) COSP Requirements for Change of Depositary, Administrator, AIFM or Management Company

1. This form should be completed and received by the Central Bank before 12 noon on 2business days prior to approval by the Central Bank of the proposed change of service provider together with the relevant documents outlined below.
2. NB: Any form received after such time **will not be processed on that day**. Incomplete applications will be returned.

# **QIAIF Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

# **Name of outgoing service provider(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

# **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_**

# **Name of new service provider(s):**

#  **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_**

# **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_**

### Date and time of transfer of activity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Please confirm the following are attached / confirmed by placing a tick, “yes”, “no” or “n/a”, as applicable, in the first column of boxes**

 **Please Tick**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **1** | **General** |  |  |  |
| (a) | Completed Post-Authorisation Qualifying Investor AIF Notification form with relevant documents/agreements. Relevant sections of the Qualifying Investor AIF application form for the new service providers should also be submitted. |  |  |
|  |  |  |  |
| (b) | Confirm that the new agreement(s)/deed refer to the correct effective date and time of  |  |  |
|  | the appointment and that this coincides with the retirement of the outgoing service providers and that they contain original signatures. |  |  |
|  |  |  |  |
| (c) | Letter from the existing service provider notifying the Central Bank of its retirement, stating the effective time and date of its retirement and outlining the reasons for such retirement and confirm that this contains original signatures. |  |  |
|  | OR |  |  |
|  | Letter from the QIAIF stating the effective time and date of the termination and outlining the reasons for the termination and confirm that this contains original signatures. |  |  |
|  |  |  |  |
| (d) | Letter from the new service provider seeking approval of its appointment referring to the effective time and date of its appointment, which must coincide with the date and time of retirement of the outgoing party and confirm that this contains original signatures.  |  |  |
|  |  |  |
| (e) | Indicate if any of the following are changing: YES/NO1. Address of the QIAIF;
2. Billing address of the Fund: and
3. Money- laundering reporting officer.

If yes, please detail:Former Address of QIAIF:New Address of QIAIF:Former Billing Address of QIAIF:New Billing Address of QIAIF:Former Money-Laundering Reporting Officer:New Money-laundering Reporting Officer (Include Completed Section 1.5.1):Has the QIAIF appointed any prime brokers? If yes, do the prime brokerage agreements require amendment and if so please confirm attached: |  |  |
|  |  |  |  |  |
| **2** | **Replacement of Depositary (General):** |  |  |  |
| (a) | Following the transfer of assets, the Central Bank will require letters from both the outgoing and the new Depositaries confirming when the assets have been satisfactorily transferred. Both Depositaries should provide confirmation that, subject to the assets being transferred, these letters of confirmation will be forthcoming. |  |  |
|  |  |  |  |
| (b) | Confirm that the original letter terminating the legal agreement with outgoing Depositary is attached (please note that both parties must sign this letter if less than standard termination as set out in agreement is provided): |  |  |
|  | OR |  |  |
|  | Confirm that the original executed and dated novation agreement (if relevant) is attached. |  |  |
|  |  |  |  |
| (c) | Executed and dated agreement with the new Depositary |  |  |
|  | OR |  |  |
|  | Executed and dated Novation Agreement  |  |  |
|  |  |  |  |
| (d) | Confirm that the new agreement and termination letter or novation agreement (as  |  |  |
|  | applicable) each refer to the correct effective time and date of appointment and that this coincides with the retirement of the outgoing service provider. Original signatures must also be provided.  |  |  |
|  |  |  |  |
| (e) | The Central Bank requires that the procedures to be followed in relation to the replacement of a depositary must be approved by the board of the investment company, management company in the case of a unit trust or common contractual fund or general partner of an investment limited partnership. |  |  |
|  |  |  |  |
| **3** | **Replacement of the AIFM/Management Company (General):** |  |  |
| (a) | The Central Bank requires that the procedures to be followed in relation to the replacement of a management company must be approved and documented by the QIAIF. |  |  |
|  |  |  |  |
| (b) | Please note that if the current AIFM/Management Company files returns on behalf of the fund in a third party user capacity, the system administrator needs to re-assign the relevant returns to the new service provider on the Central Bank of Ireland Portal (can only be done after the effective time and date of the change of service provider) |  |  |
|  |  |  |  |
| (b) | Is the new AIFM/Management Company’s fee higher than that of the outgoing AIFM/Management Company? Yes/No |  |  |
|  |  |  |  |
|  (c) (i) | If the answer to (a) is yes, and the new AIFM/Management Company’s fee is higher than the maximum permitted in the prospectus/supplement, a director of the new AIFM/Management Company/Fund must confirm below that: |
|  |  |
|  | 1. Shareholder approval has been obtained;
 |  |  |
|  | That shareholders have been/will be notified in advance prior to implementation and provided with an opportunity to redeem prior to the implementation of the increase; and |  |  |
|  | 1. The prospectus has been amended and is enclosed with this application.
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|  |  |  |  |
| (ii) | If the answer to (a) is yes, but the new AIFM/Management Company’s fee is not higher than the maximum permitted in the prospectus/supplement, a director of the new AIFM/Management Company/Fund must confirm below that shareholders have been/will be notified in advance prior to implementation and provided with an opportunity to redeem prior to implementation |  |  |
|  |  |  |  |
|  |  Confirmed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Name of Signatory (Director of Fund/AIFM/Management Company): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  |  |
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| **4** | Replacement of the AIFM/Management Company (Investment Company/ICAV) |  |  |
|  |  |  |  |
| (a) (i) | Executed and dated agreement with the new AIFM/Management Company: and |  |  |
|  | Letter terminating the legal agreement in place with the outgoing AIFM/Management Company (please note that both parties must sign this letter if less than standard termination as set out in agreement is provided):  |  |  |
|  | OR |  |  |
| (ii) | Executed and dated novation agreement. |  |  |
|  |  |  |  |
| (b) | Confirm that the new agreement/termination letter/novation agreement (as applicable)  |  |  |
|  | each refer to the correct effective time and date of appointment and that this coincides with the retirement of the outgoing service provider.  |  |  |
|  |  |  |  |
| (c) | Confirm that the new agreement/termination letter/novation agreement contains  |  |  |
|  | original signatures. |  |  |
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| **5** | Replacement of the Management Company (Unit Trust): |  |  |
| (a) | Executed and dated supplemental trust deed. |  |  |
|  |  |  |  |
| (b) | Confirm that the supplemental trust deed refers to the correct effective time and date  |  |  |
|  | and that this coincides with the retirement of the outgoing service provider. |  |  |
| (c) | Confirm that the supplemental trust deed contains original signatures. |  |  |
|  |  |  |  |
| **6** | **Replacement of the Administrator (all schemes):** |  |  |
| (a) | * Executed and dated agreement with the new administrator; and
 |  |  |
| (b) (i) | * Letter terminating the legal agreement in place with the outgoing administrator(please note that both parties must sign this letter if less than standard termination as set out in agreement is provided);
 |  |  |
|  | OR |  |  |
| (ii) | Executed and dated novation agreement. |  |  |
|  |  |  |  |
| (c) | Confirm that the new agreement/termination letter/novation agreement (as applicable)  |  |  |
|  | refers to the correct effective time and date and that this coincides with the retirement of the outgoing service provider. |  |  |
|  |  |  |  |
| (d) | Confirm that the new agreement/termination letter/novation agreement contains  |  |  |
|  | original signatures. |  |  |
|  |  |  |  |
| (e) | Confirm that the new administrator will not outsource any activities that are not contained in an outsourcing model previously approved by the Central Bank. |  |  |
|  |  |  |  |
| (f) | Please note that if the current Administrator files returns on behalf of the scheme in a delegate capacity, the system administrator needs to re-delegate the relevant returns to the new service provider on the Central Bank of Ireland Portal (can only be done after the effective time and date of the change of service provider) |  |  |
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| (g) | The Central Bank requires that the procedures to be followed in relation to the replacement of an administrator must be approved and documented by the QIAIF. |  |  |
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| **7** | **Fee Increases (Depositary and Administrator):** |  |  |
| (a) | Is the Depositary or Administrator’s fee increasing? Yes/No |  |  |
| (b) | If yes, a director of the AIFM/Management Company/Fund must confirm here that shareholders will be/ |  |  |
|  | have been notified in advance prior to implementation and provided with an opportunity to redeem prior to implementation: |  |  |
|  |  Confirmed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** Name of Signatory (Director of QIAIF/AIFM/Management Company):  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  |  |
|  |  |  |  |
| **8** | **Prospectus/Supplement:** |  |  |
| (a) | Confirm that the dated new prospectus/supplement disclosing the following is attached: |  |  |
| (i) | Name and address of the new service provider(s); |  |  |
| (ii) | Details of fees/expenses paid out of the assets of the QIAIF; **and** |  |  |
| (iii) | Material provisions of the agreement with the new service provider. |  |  |
|  |  |  |  |
| (b) | If the Prospectus/Supplement does not specifically refer to the change of service  |  |  |
|  | provider and the effective time and date, confirm that the Prospectus/Supplement is dated as at the business day after the effective date |  |  |
|  | OR |  |  |
|  | If the Prospectus/Supplement/Addendum does specifically refer to the change of service provider, confirm the Prospectus/Supplement is dated as at the effective date |  |  |
|  |  |  |  |
|  | **Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date: \_\_\_\_\_\_\_\_\_\_\_****Name (in print): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Applicant Firm’s Representative: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |  |  |  |
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Any personal data provided by you may be processed by the Central Bank in connection with the performance of its statutory functions. If you have any questions in relation to the processing of your personal data by the Central Bank, you may contact our Data Protection Officer at dataprotection@centralbank.ie. A copy of the Central Bank’s Data Protection Notice is available at [www.centralbank.ie/fns/privacy-statement](http://www.centralbank.ie/fns/privacy-statement).

