

COMMONWEALTH OF DOMINICA

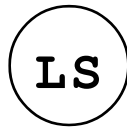
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COMMONWEALTH OF DOMINICA

ACT NO. 1 OF 2022.

I assent**CHARLES A. SAVARIN***President*

2nd June, 2022

**AN ACT TO PROVIDE FOR THE REGISTRATION
AND SUPERVISION OF VIRTUAL ASSET
BUSINESS FROM DOMINICA AND WITH
PERSONS IN DOMINICA AND FOR RELATED
MATTERS.**

(Gazetted 2nd June, 2022)

BE IT ENACTED by the Parliament of the Commonwealth of
Dominica as follows:

1. This Act may be cited as the -

Short title.

**VIRTUAL ASSET BUSINESS
ACT, 2022.**

Interpretation.

2. (1) In this Act -

Chap. 73:03.

Chap. 73:04.

“anti-money laundering and counter financing of terrorism legislation” means the Money Laundering (Prevention) Act, the Suppression of the Financing of Terrorism Act, and any other enactment concerning anti-money laundering and counter financing of terrorism;

“Authority” means the Financial Services Unit;

“client” includes a potential client;

Chap. 63:03.

“Financial Services Unit” means the Financial Services Unit established by section 3 of the Financial Services Unit Act;

“Minister” means the Minister with the responsibility for finance;

“Ministry” means the Ministry with the responsibility for finance;

“officer” means:

- (a) a chief executive officer, chief operating officer, president, vice president, corporate secretary, treasurer, chief financial officer, chief accountant, chief auditor, chief investment officer, chief compliance officer or chief risk officer;
- (b) any other individual designated as an officer by its articles of incorporation or continuance, by-laws or other constituent document, or resolution of the directors or members; or
- (c) any other individual who performs functions similar to those performed by a person referred to in paragraph (a), whether or not the individual is formally designated as an officer;

“person” includes a sole corporation, a body incorporated or unincorporated, a firm, an association and a partnership;

“prospectus” means any document, statement, advertisement or notice that provides information for the purpose of offering to the public and a client, subscription to or purchase of a virtual asset;

“registrant” means a person registered under section 7 and the holder of a certificate of registration;

“significant shareholder” means a person who either alone or with an affiliate or connected person, holds more than ten per cent of the virtual asset business or to exercise or control more than ten per cent of the total voting rights at any general meeting of the virtual asset business or another company of which the virtual asset business is a subsidiary;

“virtual asset” means a digital representation of value that can be digitally traded, or transferred, and can be used for payment or investment purposes and does not include digital representations of fiat currency or security; and

“virtual asset business” means the conduct of one or more of the following activities or operations for or on behalf of another person -

- (a) exchange between a virtual asset and fiat currency;
- (b) exchange between one or more forms of virtual assets;
- (c) transfer of a virtual asset whether or not for value;
- (d) safekeeping or administration of a virtual asset or instruments enabling control over a virtual asset; and

- (e) participating in and provision of financial services related to an issue or sale of a virtual asset;

(2) For the purposes of this section -

“control” means the power of a person, either alone or with an affiliate or relative or connected or other person, directly or indirectly or by an agreement or otherwise to exert influence over the business and affairs of a virtual asset business and the term “controlling” and “controlling shareholder” shall be construed accordingly;

“fiat currency” means currency issued by a central bank and is the official legal tender of a country or group of countries;

Chap. 73:05.

“security” has the same meaning as in section 2 of the Securities Act.

(3) For the purposes of this section, a person is connected to another person -

(a) where that person is an individual, the person is:

(i) the relative of that person;

(ii) the trustee of any settlement under which that person has a life interest in possession;

(iii) a company of which that person is a director or controlling or significant shareholder;

(iv) an employee or partner of that person;

(b) where that person is a company, the person is:

(i) a director or controlling shareholder or significant shareholder of that company;

(ii) a subsidiary or affiliate of that company;

(iii) a director or employee of any such subsidiary or affiliate of that company;

(c) where that person has with any other person an agreement or arrangement with respect to the acquisition, holding or disposal of shares or other interests in a company or under which they undertake to act together in exercising their voting power in relation to the company, that other person.

3. This Act applies to any person who whether before or after the commencement of this Act offers or operates in or from Dominica virtual asset business.

Application.

4. (1) Subject to subsection (2), a person shall not offer or operate in or from Dominica virtual asset business without being registered under this Act.

Requirement for registration.

(2) Subject to subsection (5), a person who immediately before the commencement of this Act was operating virtual asset business may continue to operate that virtual asset business for sixty days from the date of commencement of this Act.

(3) Where a person continues to operate in accordance with subsection (2) that person shall within seven days of the commencement of this Act make an application for registration pursuant to section 6.

(4) Where an application made for registration under subsection (3) is not granted or withdrawn the person shall cease to operate the virtual asset business within fourteen days of the date of the notice received by the person from the Authority.

(5) Despite subsection (2), the Authority may if in the public interest, order a person to cease offering or operating virtual asset business until an application made for registration is determined.

(6) Subject to subsection (2), a person who immediately before the commencement of this Act was operating virtual asset business and does not make an application for registration shall cease to operate that virtual asset business.

Registers.

5. (1) The Authority shall maintain a register of registered and suspended registrants which shall provide the -

- (a) name and address of the registrant;
- (b) type of virtual asset business the registrant conducts;
- (c) date of registration;
- (c) status of registration; and
- (d) date of suspension if status of registration is suspended.

(2) The Authority shall maintain a register of registrants whose registrations have been revoked which shall provide details of the revocation, including the -

- (a) name of the former registrant; and
- (b) date of revocation of registration.

(3) The Authority shall maintain a register of the issue or sale of virtual assets which shall provide the -

- (a) name and address of the registrant responsible for the issue or sale;
- (b) description of the virtual asset;
- (c) date of approval of the prospectus related to the issue or sale;
- (d) date of the publication of the prospectus; and
- (e) date the issue or offer for sale ends.

(4) The registers shall be made available to the public and published on the website of the Authority or the Ministry.

6. (1) Any person who wishes to be registered to offer or operate virtual asset business shall apply to the Authority for registration.

Application for
registration

(2) A person shall make an application for registration in writing and provide the following –

- (a) the name and address of the registered office of the person;
- (c) the address of the place of business of the person in Dominica;
- (d) a statement setting out the nature and scope of the virtual asset business including but not limited to the date operations commenced, name of application and website address where the person conducts virtual asset business from or intends to conduct virtual asset business from and the name of any other country where the person offers or intends to offer virtual asset business;

- (e)* the name and address of any person who holds a management position or is authorised to represent the applicant;
- (f)* the name and address of any affiliated company within and outside of Dominica;
- (g)* the names and address of directors, beneficial owners and significant shareholders;
- (h)* the name and address of any principal representative or proposed principal representative required by section 10;
- (i)* written policies, rules and procedures for anti-money laundering and counter financing terrorism measures, data management and protection, security access control and cyber security safeguards;
- (j)* a copy of a risk assessment of the products and services to be provided; and
- (k)* any other information the Authority may reasonably require for the purpose of determining the application and whether a person is fit and proper.

(3) An application shall be accompanied by –

- (a)* proof of payment of the application fee prescribed in Schedule 1;
- (b)* copy of a government issued identification for any director, officer and person authorised to represent the applicant;

(c) certified copies of the instruments by which the person is constituted or established; and

(d) proof of registration to do business in Dominica.

(4) A false or misleading declaration made in an application or false or misleading documents submitted in support of an application shall -

(a) render an application void; and

(b) prohibit the person from making another application.

7. (1) The Authority shall on receipt of an application made under section 6 cause a review of the application and consider whether to grant or refuse to grant registration.

Grant and refusal of application for registration

(2) The Authority shall not grant registration unless the Authority is satisfied that the -

(a) person is a fit and proper person to be engaged in virtual asset business;

(b) application is in order and the application fee prescribed in Schedule 1 has been paid;

Schedule 1

(c) requirements of this Act have been complied with; and

(d) person would be able to fulfil the obligations of a registrant under this Act.

(3) The Authority may request further information or documents from a person for the purpose of considering whether to approve or refuse registration.

(4) The Authority shall notify the applicant in writing -

- (a) of the approval of the application for registration;
or
- (b) of the refusal of the application for registration
and provide the reason for the refusal unless to do
so would be contrary to public interest.

(5) For the purposes of this section in considering whether
a person is “fit and proper” the Authority shall have regard to -

- (a) the financial status or solvency of the person or
any officer, executive, principal representative,
beneficial owner, significant shareholder, director
or management of the person;
- (b) the person’s educational or other qualifications or
experience having regard to the type of virtual
asset business the person intends to be involved
in;
- (c) the reputation, financial integrity, and probity of:
 - (i) the person, if the person is an individual;
 - (ii) any officer, executive, significant shareholder,
director or management, if the person is a
company; or
 - (iii) any principal representative;
- (d) whether the interests of a client of the person are
or are likely to be in any way threatened by any
director, officer, principal representative, or
significant shareholder of the person holding his
or her position;

- (f)* whether a person or any principal representative, director, officer, or significant shareholder of the person is engaged in any business practices or conducted his or herself in a manner that would appear to be improper, deceitful or otherwise discredit the business practice of the person; and
- (g)* any other matter as may be prescribed by Regulations.

(6) Without prejudice to the generality of subsection (5), regard may be had to the previous conduct and activities in business or financial matters of the person in question and in particular to any evidence that the person has -

- (a)* committed an offence involving fraud or other dishonesty;
- (b)* contravened any provision made by or under an enactment designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice by persons concerned in the provision of financial services or the management of companies or against financial loss due to the conduct of a discharged or undischarged bankrupt;
- (c)* an employment record which leads the Authority to believe that the person carried out an act of impropriety in the handling of his employer's business;
- (d)* engaged in or has been associated with any other business practices or otherwise conducted himself in a manner as to cast doubt on his competence and soundness of judgment;
- (e)* been convicted of an offence under this Act;

- (f)* suspended or is about to suspend payment in respect of, or is unable to meet, its obligations as they fall due;
- (g)* been declared insolvent or is likely to become insolvent, if the person is a company;
- (h)* been declared bankrupt locally or abroad and is an un-discharged bankrupt, if the person is an individual;
- (i)* been removed or suspended by a regulatory authority from serving as a director or officer in any body corporate locally or abroad;
- (j)* has failed to satisfy any judgment or order of a court locally or abroad including the repayment of a debt;

Restriction or condition
for registration.

8. (1) The Authority may impose restrictions or conditions on a registration issued to a registrant.

(2) The Authority may amend, remove or add any restriction or condition on a registration.

Certificate of registration
and renewal.

9. (1) Where the Authority approves an application under section 7 the person shall pay the registration fee prescribed in Schedule 1.

Schedule 1.

(2) The Authority upon being satisfied that the registration fee has been paid shall -

- (a)* register the registrant in the register; and
- (b)* issue a certificate of registration in the form as set out in Schedule 2.

Schedule 2.

(3) The certificate of registration issued under subsection (2) is valid from the date it is issued until the 31st day of December of the same year.

(4) For each year a registrant continues to offer or operate virtual asset business, the registrant shall renew registration by paying the registration fee specified in Schedule 1 on or before 31st day of January of each year.

(5) The Authority shall issue a certificate of registration for each renewal of registration in accordance with subsection (3).

10. (1) A registrant with registered office outside of Dominica shall appoint and have at all times in place, a person who is ordinarily resident in Dominica to be its principal representative.

Appointment and obligations of principal representative.

(2) The principal representative shall –

- (a) be responsible for the daily management of the place of business in Dominica;
- (b) act as liaison between clients of the registrant and other offices of the registrant or its affiliates, other than offices located in, or affiliates incorporated in, Dominica;
- (c) act as liaison between the registrant and the Authority on all matters arising in connection with the virtual asset business in Dominica;
- (d) receive all notices and other documentation from the Authority on behalf of the registrant;
- (e) advise and guide the registrant as to its responsibilities and obligations to ensure

compliance with this Act and any guidelines or regulations issued under it;

- (f)* submit to the Authority on behalf of the registrant all required information and documentation under this Act or any guidelines or regulations issued under it, in a timely manner;
- (g)* disclose to the Authority any information or explanations that the Authority may require for the purpose of verifying any information which should be taken into account in considering any matter arising in connection with the virtual asset business in Dominica; and
- (h)* carry out any other responsibilities as may be prescribed by Regulations.

Requirements of a registrant.

11. (1) A registrant shall place in escrow, with a registered trust company or with an entity or person whose business is the provision of trust or custodial services, assets to discharge financial obligations to clients of the registrant and such assets shall be equivalent to forty per cent of the total value of client funds held by the registrant.

(2) A registrant shall, upon the approval of the Authority and subject to terms and conditions satisfactory to the Authority, lodge any software source code and associated materials supporting the virtual asset business with a software escrow agent.

(3) Subject to the requirements of section 6, a registrant shall write to the Authority for approval of any changes in the business of the registrant including -

- (a)* names of any director, officer, principal representative or significant shareholder;

(b) nature and scope of the virtual asset business; and

(c) address and contact information of the registered office and any other place of business within and outside the jurisdiction of Dominica.

(4) A registrant shall submit to the Authority quarterly reports providing -

(a) the number of accounts held by the registrant;

(b) the value of the accounts held by the registrant; and

(c) a statement of the assets held in escrow.

(5) A registrant shall -

(a) maintain adequate accounting records and prepare financial statements in respect of each financial year in accordance with generally accepted accounting principles;

(b) keep a copy of such accounting records and financial statements at its place of business in Dominica.

(6) A registrant shall implement and maintain policies for the virtual asset business -

(a) to comply with any legislation concerning data protection and to ensure that the collection, storage, use and disclosure of personal information of a client is:

- (i) legitimate and for purposes related to the business of the registrant;
 - (ii) protected from unauthorised access; and
 - (iii) kept confidential
 - (b) to protect the operations of the registrant and personal information collected and stored by the registrant from cyber threats.
- (7) A registrant shall -
- (a) communicate information on its website or in any publication made available to the public regarding the virtual asset business in a complete and comprehensible manner, so a client can evaluate the features, costs and risks of the virtual asset business the registrant offers or operates; and
 - (b) where there are any changes to the information communicated pursuant to paragraph (a), reflect the change or issue a notice of the change within seven days using the same medium used to communicate the information in paragraph (a).

(8) A registrant who fails to comply with a requirement imposed by subsection (3) or subsection (4) is liable to an administrative penalty of five thousand dollars.

Audit and financial
statements.

12. (1) A registrant shall appoint annually an auditor who shall be a chartered accountant, a certified public accountant, a member of the Institute of Chartered Accountants of the Eastern Caribbean or some other professionally qualified accountant satisfactory to the Authority to perform an audit and the duties of the auditor shall -

- (a)* be to examine the books and records and to make a report on the annual financial statements and financial position; and
- (b)* include discharging all or any of the following requirements if the Authority requires the registrant:
 - (i)* to submit additional information in relation to the audit of the registrant as the Authority considers necessary;
 - (ii)* to carry out any other examination or establish any procedure in any particular case;
 - (iii)* to submit a report on any of the matters referred to in paragraphs *(i)* and *(ii)*;
 - (iv)* to submit a report on the financial and risk management controls of the registrant; and
 - (v)* to provide an opinion on whether suitable measures to counter money laundering and to combat the financing of terrorism have been adopted by the registrant and are being implemented in accordance with the applicable laws.

(2) For the purposes of subsection (1)(b)(i) the additional information required may include -

- (a)* the volume of transactions relating to the virtual asset business;
- (b)* a report as to whether proper records of the transactions in relation to the virtual asset business have been maintained; and

- (c) a report as to whether the registrant has complied with the provisions of this Act and any other written laws as the Authority may determine.

(3) A registrant shall within four months of the end of the financial year submit the audited financial statements to the Authority.

(4) The audited financial statements shall cover a period of not more than eighteen months beginning on the date of the commencement of operations, or if the registrant has previously prepared audited financial statements, beginning at the end of the period covered by the most recent audited financial statements.

(5) The external auditor shall immediately make a report to the registrant and the Authority, if in the course of the performance of the external auditor's duties, the external auditor is satisfied that -

- (a) there has been a serious breach or non-compliance with the provisions of this Act;
- (b) there is evidence:
 - (i) that a criminal offence involving fraud or other dishonesty may have been committed; or
 - (ii) of any suspicious transaction as defined in anti-money laundering and counter financing of terrorism legislation.

(6) The Authority may appoint and instruct, at the expense of the registrant, an external auditor who shall be a chartered accountant, a certified public accountant, a member of the Institute of Chartered Accountants of the Eastern Caribbean or

some other professionally qualified accountant to conduct an independent audit of a registrant and to report the findings or results to the Authority.

(7) An external auditor shall not be liable for breach of any duty solely by reason of compliance with the provisions of subsections (1), (2) or (5) or any other request for information by the Authority.

(8) A registrant shall comply with the requirements of anti-money laundering and counter financing of terrorism legislation and institute procedures to ensure that accounting records and business operations comply with the anti-money laundering and counter financing of terrorism legislation.

13. (1) A registrant shall not participate in or provide financial services related to the issue or offer for sale of a virtual asset without -

Prospectus for issue or sale of a virtual asset.

- (a) submitting a prospectus to the Authority for review at least fourteen days before the proposed date of its publication;
- (b) a statement of no objection to the prospectus by the Authority; and
- (c) publishing the prospectus prior to the issue or offer for sale .

(2) A prospectus shall be prepared in accordance with the requirements in Schedule 3 and submitted to the Authority for review no less than fourteen days before the proposed date of its publication.

Schedule 3.

(3) The Authority may provide a statement of no objection to a prospectus if it complies with the requirements of this Act.

(4) A prospectus shall be valid for a period not exceeding twelve months from the date the statement of no objection was provided by the Authority.

(5) A client shall have the right to withdraw purchase of or subscription to an issue or offer for sale, in addition to any other remedy, where a prospectus contains a misrepresentation or false information.

(6) A client shall exercise the right under subsection (5) within fourteen days of the date that the misrepresentation or false information came to the knowledge of that person.

(7) A registrant is liable to pay compensation to a person who relied on a prospectus containing a misrepresentation or false information to purchase or subscribe to an issue or offer for sale and suffers loss as a result.

Powers of the Authority
regarding a prospectus.

14. (1) The Authority may waive the inclusion of certain information required for a prospectus if the Authority considers that -

- (a) disclosure of this information would be contrary to the public interest;
- (b) the disclosure of such information would be seriously prejudicial to the registrant, provided that the omission of such information is not likely to mislead the public as to facts and circumstances essential for an informed assessment of the registrant or virtual asset; or
- (c) the information is not essential to influence the assessment of the financial position and prospects

of the registrant or virtual asset.

(2) The Authority shall have the power to -

- (a) order an amendment to include information in addition to the requirements in Schedule 3, prior or subsequent to the provision of a statement of no objection to a prospectus; Schedule 3.
- (b) suspend an issue or offer for sale where an order for amendment is made subsequent to the provision of a statement of no objection to a prospectus, pursuant to paragraph (a);
- (c) suspend or cancel an issue or offer for sale of a virtual asset if in the public interest; and
- (d) issue a notice advising the public of any order made under paragraph (a) or (b).

(3) The Authority is not liable to any action for damages suffered as a result of any prospectus for which the Authority provided a statement of no objection.

15. (1) The registrant shall submit to the Authority any proposed amendment to a prospectus for a statement of no objection by the Authority. Amendment to a prospectus.

(2) The registrant shall within seven days upon receiving the statement of no objection under subsection (1) -

- (a) issue the amendment to the prospectus and state any implication the amendment will have on a client;

(b) issue a notice of the amendment to any person who purchased or subscribed to an issue or offer for sale; and

(c) submit to the Authority a copy of any notice issued pursuant to paragraph (b).

(3) A person who purchased or subscribed to an issue or offer for sale prior to an amendment to a prospectus, shall have the right to withdraw the purchase or subscription within fourteen days of the date the notice was issued to that person.

(4) A registrant who fails to comply with a requirement imposed by subsection (2) is liable to an administrative penalty of five thousand dollars.

General powers of
the Authority.

16. (1) The Authority may by notice in writing to a registrant or director, officer or significant shareholder of a registrant, require information to be provided to the Authority within the time and in the form as may be specified in the notice for the purpose of determining compliance with this Act.

(2) The Authority shall have the power to examine or cause an examination of a registrant for the purposes of determining if a registrant is complying with this Act, at the expense of the registrant.

(3) For the purposes of examining the registrant, the Authority shall have -

(a) full access to the registered office or place of business of a registrant, and to the books and records relating to its business;

(b) the right to call upon, to furnish any information and explanation the Authority may consider necessary -

(i) any director, principal representative, officer or any other employee of the registrant; or

(ii) any other person with information regarding the registrant.

(4) The Authority may cooperate with any local or foreign authority as necessary for the performance of duties and the exercise of its powers.

(5) Where the Authority intends to share confidential information in accordance with subsection (4), the Authority shall enter into an agreement with the other authority to provide for the maintenance of the confidentiality of the information and use of the information only for the purposes for which the information is being disclosed.

17. (1) Any fee paid in accordance with this Act is non-refundable. Fees.

(2) The registration fee prescribed in Schedule 1 shall cover the period 1st January to 31st December. Schedule 1.

(3) The fee for renewal of registration shall be the same as the fee for registration.

(4) Fees under this Act shall be payable to the Government of Dominica and proof of payment submitted to the Authority.

(5) Where a registrant does not pay the fee for renewal of registration on or before 31st January of the year for that renewal, the registrant is liable to a late fee of two hundred and fifty dollars for each day the renewal fee is unpaid.

Revocation and
suspension of
registration.

18. (1) The Authority may if necessary suspend registration by giving ten days written notice to the registrant, if the registrant -

- (a) has contravened a provision of this Act;
- (b) has been registered pursuant to an application where a false declaration was made;
- (c) ceases to operate or offer virtual asset business in excess of ninety days;
- (d) made a request for revocation or suspension to the Authority;
- (e) enters liquidation, is wound up or otherwise dissolved;
- (f) is no longer a fit and proper person to be a registrant;
- (g) is conducting business in manner that is detrimental to the public interest or clients;
- (h) misrepresents or provides false information in a prospectus; or
- (i) is convicted of an offence.

(2) Registration shall be revoked on the expiration of five days from the date of notice given by the Authority if the registrant fails to rectify the issues which caused its suspension, within thirty days.

(3) Despite subsection (1) and subsection (2), the Authority may revoke or suspend registration without notice if it is in the public interest or to protect clients.

(4) The notice under subsection (1) and subsection (2) shall specify the reasons for the revocation or suspension.

19. (1) A person commits an offence if that person -

Offences and penalties

- (a) directly or indirectly makes a false or misleading declaration or omits to disclose a material fact for the purpose of gaining or retaining a client;
- (b) directly or indirectly makes a false declaration in an application for registration;
- (c) offers or operates virtual asset business in or from Dominica without being registered under this Act; or
- (d) otherwise contravenes a provision of this Act for which a penalty is not provided.

(2) A person who commits an offence under this Act is liable on summary conviction to a fine of one hundred and fifty thousand dollars and imprisonment for three years.

(3) Where an administrative penalty is levied on a registrant the payment of the penalty shall discharge the registrant from further liability under this Act for the contravention for which the penalty was levied.

(4) An administrative penalty levied on a registrant may be recovered as a civil debt by the Authority.

20. The Authority, its directors, officers and employees, when discharging a function under this Act shall not be liable in damages for anything done or omitted to be done in the discharge or purported discharge of that function unless it is shown that the act or omission was done in bad faith.

Exclusion of liability

Power to amend
Schedules

21. The Minister may on the recommendation of the Authority by Order published in the *Gazette* amend the Schedules.

Regulations

22. (1) The Minister may on the recommendation of the Authority make regulations to give effect to the provisions of this Act.

(2) Without limiting the generality of subsection (1), the regulations may provide for -

- (a) records to be kept by the Authority;
- (b) reports to be made to the Authority;
- (c) forms necessary for the administration of this Act;
- (c) the policies, procedures and systems for identifying, monitoring and controlling such risks as the Authority shall specify;
- (d) capital and liquidity requirements;
- (e) fit and proper requirements; and
- (f) any other matter required for the efficient administration of this Act.

Guidelines.

23. (1) The Authority may issue guidelines to give effect to the provisions of this Act.

(2) Without limiting the generality of subsection (1), the guidelines may provide for -

- (a) policies, practices and procedures for evaluating financial soundness of registrants;

- (b)* corporate governance;
- (c)* disclosure; and
- (d)* compliance with anti-money laundering and counter financing of terrorism legislation.

SCHEDULE 1 (Sections 6, 9, 17)**FEES**

PARTICULARS	FEE
Application Fee	\$10,800
Registration Fee	\$32,400
Late Fee	\$6,750 for late payment of the registration fee.

SCHEDULE 2 (Section 9)

CERTIFICATE OF REGISTRATION

VIRTUAL ASSET BUSINESS ACT, 2022

(No. [] of 2022)

CERTIFICATE OF REGISTRATION

FOR [YEAR]

..... carrying on business under the name ofof
..... is registered under the Virtual Asset Business
Act, 2022 to carry on virtual asset business within and/or from Dominica.

Registered on thisday of..... [Year]

by

.....
Director
Financial Services Unit

SCHEDULE 3 (Section 13)**REQUIREMENTS FOR A PROSPECTUS**

A prospectus shall be in English and include the following -

- (1) Background of registrant and business the registrant responsible for publishing the prospectus is involved in, including but not limited to financial information, and identity of any officer, executive, significant shareholder, director or management.
- (2) Description of the virtual asset the prospectus is concerned with, including but not limited to the functionality, characteristics and purpose.
- (3) The date, which is to be taken as the date of the publishing of the prospectus, unless otherwise stated in the prospectus.
- (4) The date the issue or sale ends.
- (5) The amount and currency of the issue or sale and the payment terms for subscription or purchase.
- (6) Purpose of the issue or sale.
- (7) Financial information of the registrant including but not limited to financial statements and past financial performance of the virtual asset.
- (8) Financial projections for the virtual asset and the issue or sale including but not limited to minimum and maximum targets for the issue or sale and use of the proceeds of the issue or sale.
- (9) Any risks or restrictions associated with the registrant, virtual asset or virtual asset business the prospectus is

concerned with.

- (10) Measures for the protection of data and safeguards against cyber threats.
- (11) Purchaser's rights in relation to the offer or sale.
- (12) Signature of an authorised person on behalf of the registrant.

Passed in the House of assembly this 30th day of May, 2022.

DANIEL JAMES

Clerk of the House of Assembly

DOMINICA

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