

**CONSTITUTION OF
THE BRITISH VIRGIN ISLANDS ASSOCIATION
OF COMPLIANCE OFFICERS
AND PRACTITIONERS**



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1. CITATION

This document shall be cited as the “**Constitution of the British Virgin Islands Association of Compliance Officers and Practitioners**” (or the “**Constitution**”), which shall govern the affairs of the British Virgin Islands Association of Compliance Officers and Practitioners (hereinafter referred to as the “**Association**”) and pursuant to which the Association shall be established.

2. OBJECTIVES

The objectives of the Association are as follows:

- 2.1 To promote a culture and awareness in the British Virgin Islands of the duty and responsibility to comply with the requirements of the Anti-Money Laundering and Terrorist Financing Code of Practice, 2008 (as amended) (the “**Code of Practice**”) and the Anti-Money Laundering Regulations, 2008 (as amended) (the “**Regulations**”) of the British Virgin Islands;
- 2.2 To contribute to the development of the British Virgin Islands as a reputable and well regulated international financial centre by promoting professional standards within the industry;
- 2.3 To foster communication among the financial sector in the British Virgin Islands, the British Virgin Islands Financial Services Commission (hereafter referred to as the “**Commission**”) and the British Virgin Islands Government and to make recommendations to legislators and regulators in the British Virgin Islands with respect to compliance regulations and procedure;
- 2.4 To provide a forum for the exchange of ideas between Compliance Practitioners in the British Virgin Islands;
- 2.5 To promote and encourage education, training and high standards of practice within the British Virgin Islands financial service industry;
- 2.6 To provide a support network to all members of the Association; and
- 2.7 To establish communication and relationships with other professional compliance associations internationally (as and when required).

3. DEFINITIONS

In this Constitution, if consistent with the subject or context:

- 3.1 “**Association**” means The British Virgin Islands Association of Compliance Officers and Practitioners formed in accordance with this Constitution;
- 3.2 “**Code of Practice**” means the Anti-Money Laundering and Terrorist Financing Code of Practice, 2008 (as amended) of the British Virgin Islands issued by the Commission in exercise of the powers conferred by section 27(1) of the Proceeds of Criminal Conduct Act, 1997;
- 3.3 “**Commission**” means the British Virgin Islands Financial Services Commission established under section 3(1) of the Financial Services Commission Act, 2001;
- 3.4 “**Compliance Officer**” means an individual approved to act in that capacity by the Commission in accordance with the provisions of the Code of Practice and the British Virgin Islands Financial Services Commission Act, 2001;
- 3.5 “**Compliance Practitioner**” means an individual whose primary role is to fulfill a compliance function for a Regulated Person;
- 3.6 “**Constitution**” means this Constitution of the Association which shall establish and govern the affairs of the Association, as may be amended from time to time;
- 3.7 “**Council**” means the Council as described in Section 9;
- 3.8 “**First Members**” means the first members of the Association being present at the inaugural meeting, being the first meeting called for the purpose of founding this Association, or who subscribe to this Constitution within 14 days of said inaugural meeting of this Association;
- 3.9 “**Regulated Person**” means a “regulated person” as defined in the Regulations;
- 3.10 “**Regulations**” means the Anti-Money Laundering Regulations, 2008 (as amended) of the British Virgin Islands; and
- 3.11 “**Territory**” means the British Virgin Islands.

4. MEMBERSHIP

- 4.1 Any Compliance Officers and Compliance Practitioners in the British Virgin Islands or other individuals at the discretion of the Council shall be eligible for membership in the Association.
- 4.2 There shall be one class of membership.

- 4.3 All Compliance Practitioners and Compliance Officers (including other persons being approved to be a member) subscribing to this Constitution at the date of the inaugural meeting, being the first meeting called for the purpose of establishing this Association, or within 14 days thereof shall be the first members of the Association (the “**First Members**”).

Thereafter, applications for membership to the Association shall be made in writing by an applicant and submitted to the Council in the prescribed format to be made available by the Association. Subject to the approval by the Council and payment of the appropriate subscription fee as stated in Section 7.1 below, membership to the Association will be granted to the applicant.

5. REGISTER OF MEMBERS

A register of members shall be maintained by the Secretary, to show the names, addresses and contact details of those members of the Association who are paid up and currently in good standing. The register of members may be inspected by any member in good standing at any time on application to the Secretary.

6. TERMS OF MEMBERSHIP

- 6.1 A member may resign from the Association at any time upon submitting written notice to the Council of his/her intention to resign and the resignation will be effective upon the expiration of the time specified in the notice or six (6) days] after the date of receipt of the notice by the Council, whichever is later.
- 6.2 Membership shall cease if the member fails to pay the annual subscription fee within thirty (30) days of a written demand sent to the defaulting member by the Council.
- 6.3 Should a member of the Association be in breach of any regulation made by the Council or behaves in such a manner as to bring the Association in disrepute or acts or behaves contrary to the objectives of this Association, the Council reserves the right to terminate the membership of that member, upon the affirmative vote of all of the Council Members, by giving notice in writing to the member, after the member has had an opportunity to refute the allegation. Further, the process for this and other disciplinary procedures is outlined in the Association’s Complaints Handling Manual. A copy of which is available on the website and is available to any member of the Association upon request.

7. MEMBERSHIP FEES

- 7.1 Members shall pay an annual subscription, the amount of which shall be determined each year at the Annual General Meeting. The initial annual subscription fee shall be \$150.00. Subscription fees are to be payable annually in advance, by 31 January each year.

7.2 As membership fees are not prorated, all new members shall pay the full annual subscription for the current year payable as at the date of their becoming members.

The General Meeting may authorize any additional levies necessary to carry out such extraordinary activities as may serve the objectives of the Association.

7.3 Annual subscriptions shall not be refundable.

8. MEETINGS OF MEMBERS and QUORUM

Subject to any provisions herein, a quorum for the deliberation/conduct of any business at General Meetings shall be at least 50% of the members of the Association in good standing present in person or by proxy and for every decision needed, the simple majority will be calculated over the number of members represented at the moment of voting (i.e. including those being represented through proxy).

However, to ensure the effectiveness of the meetings, where the 50% quorum has not been achieved after 45 minutes of the meeting start time, the quorum required will be reduced to 25% of the registered active members, and the simple majority will be calculated over the number of members represented at the moment of voting (i.e. including those being represented through proxy).

If none of the above quorums for deliberation are achieved during the first hour, the meeting should be suspended and a new written notice produced for the meeting.

Proxy may only be given to another member who is in good standing and must be given in writing. Written notice must be presented to the secretary no less than 2 business days prior. One person shall not be allowed more than two proxies.

8.1 An Annual General Meeting shall be convened by the Council within 90 days of the end of the previous accounting period.

8.2 Extraordinary General Meetings shall be convened, whenever necessary, by the Council and the Council shall convene an Extraordinary General Meeting if at least 25% or more of the members in good standing so require in writing, stating the business of the Meeting.

8.3 At least 10 business days' written notice of the Annual General Meeting and all other General Meetings shall be sent to each member [by the Secretary] and the notice shall include the agenda for the Meeting, provided that the Council may in its discretion in special circumstances give shorter notice.

8.4 The Annual General Meeting shall address the following business:

8.4.1 To receive and approve the Council's Annual Report;

- 8.4.2 To receive and approve the Statement of Accounts;
- 8.4.3 To elect the members of the Council;
- 8.4.4 To determine the subscription fee for the following calendar year and appoint auditors;
- 8.4.5 To discuss any other business.
- 8.5 The Chairperson of the Council shall preside over General Meetings and in his/her absence, the Vice Chair shall preside. In the event neither the Chairperson nor the Secretary is present, the members shall elect a member to preside.
- 8.6 Unless otherwise specified herein, any resolution adopted by a General Meeting shall require a simple majority of votes cast.
- 8.7 Each member shall be entitled by proxy to nominate any other member to represent him and vote on his behalf at any meeting of the Association at which he is unable to be present.
- 8.8 Voting at the election of Council Members shall be by ballot (by simple majority). All other voting (by simple majority) shall be by a show of hands or by a poll as determined by the Chairperson. In the event the Chairperson does not demand a poll, at least 25% of the Members present in person or by proxy may demand a poll.
- 8.9 In the event of a tie, the Chairperson shall have the second or casting vote.
- 8.10 A Council meeting may be considered convened and duly acceptable where one or more members is/are not physically present but is/are accessible by video link or telephone. A proxy of 5 members must still be available in all cases where meetings are being held with video link or telephone access.

9. THE COUNCIL AND OFFICERS

- 9.1 There shall be a Council, which shall implement and manage the general policies of the Association.
- 9.2 The Council shall be composed of seven persons all of whom shall be members in good standing.
- 9.3 The Council shall be elected at each Annual General Meeting to serve for two years (the “**Annual Term**”). In the event that a vacancy arises in the Council during the Annual Term, the vacancy may be filled by the Council from non-Council members who were nominated at the previous Annual General Meeting for a term expiring at the next Annual General Meeting. Council will select the non Council member(s) with the most votes at the previous Annual General Meeting. In the event that no members were nominated other than Council members, the Council may hold an Extraordinary General Meeting for the purpose of filling the vacancy(ies).

- 9.4 The inaugural Council will be elected at the inaugural meeting of the Association.
- 9.5 Retiring Council members are eligible for re-election.
- 9.6 A Council member may be removed by the affirmative vote of two-thirds or more of the members of the Association present at an Extraordinary General Meeting.
- 9.7 Upon their election at an Annual General Meeting of the Association, the Council members shall elect from their number persons to fill the following offices:
- (a) Chairperson;
 - (b) Vice Chair;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Ethics Chair;
 - (f) Legislative Chair; and
 - (g) Education Chair.
- 9.8 The Ethics Chair, Legislative Chair and Education Chair may appoint committee members from the membership. In addition, the Chairperson may from time to time appoint other committees as he/she may see fit with the sanction of the Council.
- 9.9 The Secretary will maintain minutes of all Council meetings, General Meetings and Annual General Meetings. With respect to the Annual General Meeting, the Secretary shall ensure that the number of votes received by each person nominated to be a Council Member be contained in the minutes and maintained.
- 9.10 The Council shall be convened by the Chairperson. At least one meeting of the Council shall be held in a period of three months. The quorum for a meeting of the Council shall be five members.
- 9.11 The Council may from time to time make, repeal and amend any regulations (consistent with the provisions of the Constitution) as it thinks expedient for the management and general well-being of the Association, provided that any such regulations are approved by the affirmative vote of two-thirds of the members of the Association and a copy of the regulation of the Association shall be sent to each Member of the Association.
- 9.12 Unless otherwise specified herein, resolutions of the Council shall be adopted by simple majority of those present and voting. In the event of a tie, the Chairperson shall have a second or casting vote.

10. ACCOUNTS

The financial year end shall be 31 December each year. The Treasurer shall maintain accounts of the financial affairs of the Association, and shall present the certified accounts, in a format that meets current legal requirements, at each Annual

General Meeting for approval by the members.

11. CERTIFICATION OF ACCOUNTS

The certification of accounts will be performed by a professional which may not be a Council Member.

The certification will be performed in accordance with the Non-Profit Organisations Act, 2012.

12. MINUTES OF MEETINGS

The Secretary or in his/her absence the person he/she appoints as Assistant Secretary shall cause minutes to be duly entered in books provided for that purpose of all resolutions and proceedings of all General Meetings and Council Meetings and the books shall be open to inspection by the members.

13. NOTICE OF MEETINGS

A notice may be served by the Association on any member either personally, by e-mail correspondence or by sending it by facsimile or through the post prepaid in an envelope addressed to such member at his/her address shown by the Register of Members.

14. AMENDMENTS TO THE CONSTITUTION

Any member may propose an amendment to the Council. The Council may present the proposal at a General Meeting. Any amendment to the Constitution shall be made at a General Meeting upon the affirmative vote of a majority of two thirds of the members in good standing present in person or by proxy and voting. The amendment to the Constitution shall be subscribed by the Council and the most recent amendment shall supercede all previous amendments and shall be binding on the members and Council Members of the Association.

15. INTERPRETATION OF RULES

The Council shall be the sole authority for the interpretation of the Constitution and the regulations made by it from time to time and the decision of the Council upon any question of interpretation or upon any matter affecting the Association and not provided for by the Constitution shall be final and binding upon the members.

16. ADOPTION OF CONSTITUTION

This Constitution shall come into force on the day and year set out below and upon the signature of the Elected Executive Council of the Association on behalf of the members subscribing to this Constitution.